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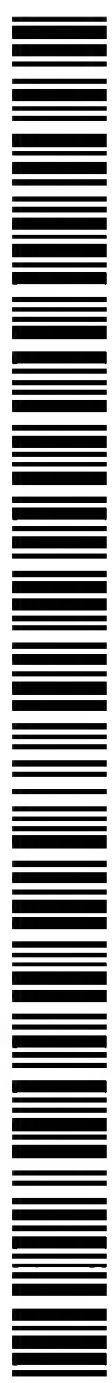
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(54) Title: HYDROXYLAMINE SUBSTITUTED IMIDAZO-CONTAINING COMPOUNDS

(57) Abstract: Imidazo-containing compounds (e.g., imidazoquinolines, imidazonaphthyridines, imidazopyridines) with a hydroxylamine substituent at the 1-position, pharmaceutical compositions containing the compounds, intermediates, and methods of use of these compounds as immunomodulators, for inducing cytokine biosynthesis in animals and in the treatment of diseases including viral and neoplastic diseases are disclosed.



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5 HYDROXYLAMINE SUBSTITUTED  
IMIDAZO-CONTAINING COMPOUNDS

RELATED APPLICATIONS

10 The present invention claims priority to U.S. Provisional Application Serial  
No. 60/494605, filed August 12, 2003, and U.S. Provisional Application Serial No.  
60/494608, filed August 12, 2003, both of which are incorporated herein by  
reference.

BACKGROUND

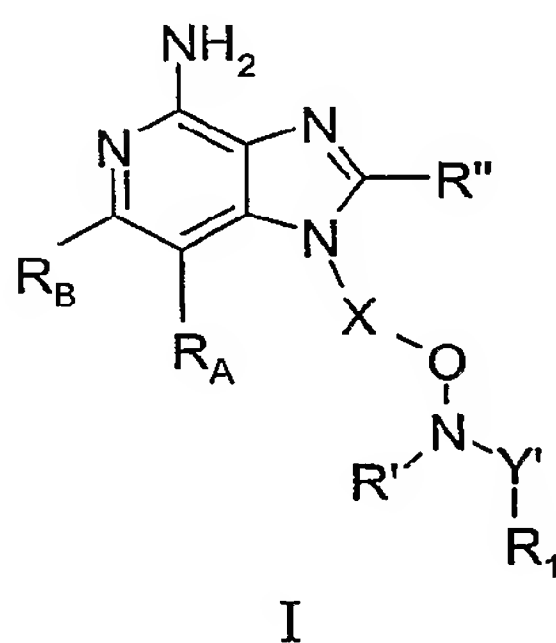
15 In the 1950's the 1*H*-imidazo[4,5-*c*]quinoline ring system was developed,  
and 1-(6-methoxy-8-quinolinyl)-2-methyl-1*H*-imidazo[4,5-*c*]quinoline was  
synthesized for possible use as an antimalarial agent. Subsequently, syntheses of  
various substituted 1*H*-imidazo[4,5-*c*]quinolines were reported. For example, 1-[2-  
(4-piperidyl)ethyl]-1*H*-imidazo[4,5-*c*]quinoline was synthesized as a possible  
anticonvulsant and cardiovascular agent. Also, several 2-oxoimidazo[4,5-  
20 *c*]quinolines have been reported.

Certain 1*H*-imidazo[4,5-*c*]quinolin-4-amines and 1- and 2-substituted  
derivatives thereof were later found to be useful as antiviral agents, bronchodilators  
and immunomodulators. Subsequently, certain substituted 1*H*-imidazo[4,5-*c*]  
pyridin-4-amine, quinolin-4-amine, tetrahydroquinolin-4-amine, naphthyridin-4-  
25 amine, and tetrahydronaphthyridin-4-amine compounds as well as certain analogous  
thiazolo and oxazolo compounds were synthesized and found to be useful as  
immune response modifiers (IRMs), rendering them useful in the treatment of a  
variety of disorders.

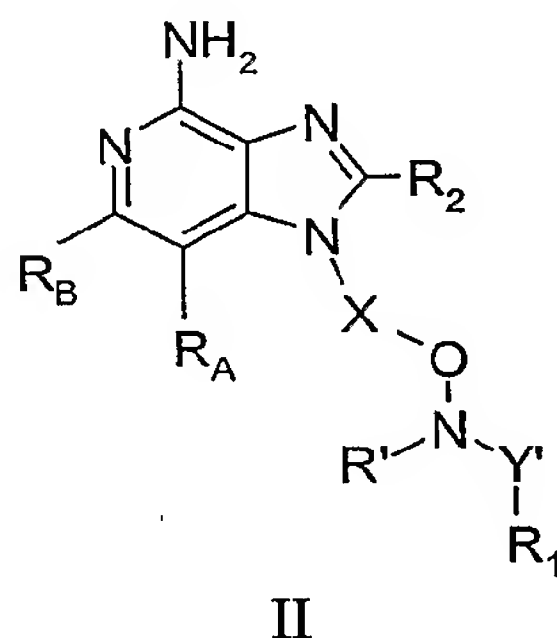
There continues to be interest in and a need for compounds that have the ability to modulate the immune response, by induction of cytokine biosynthesis or other mechanisms.

# SUMMARY

The present invention provides a new class of compounds that are useful in inducing cytokine biosynthesis in animals. Such compounds are of the following Formula I:

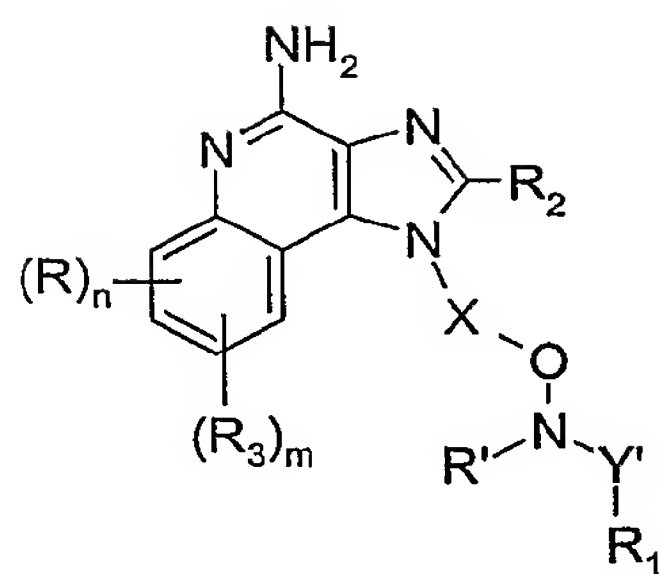


and, more particularly, compounds of the following Formula II:

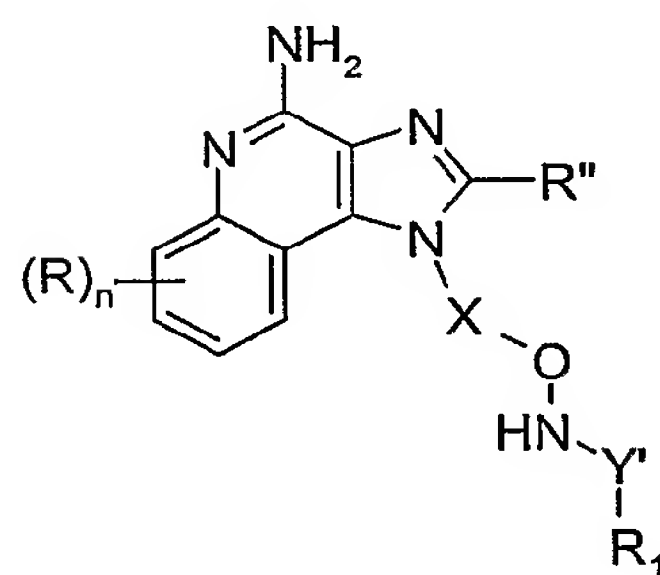


wherein: X, R<sub>A</sub>, R<sub>B</sub>, R', R'', Y', R<sub>1</sub>, and R<sub>2</sub> are as defined below.

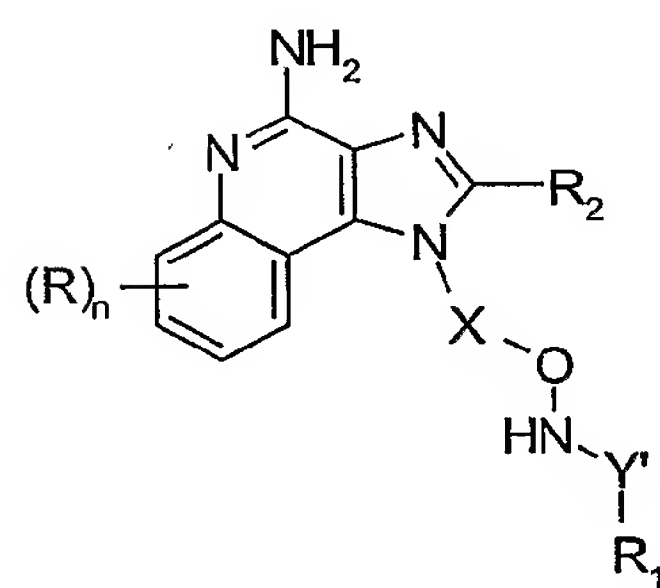
Examples of such compounds include imidazoquinolines of the following Formulas III, IV, and V, and imidazotetrahydroquinolines of the following Formula VII:



III



IV

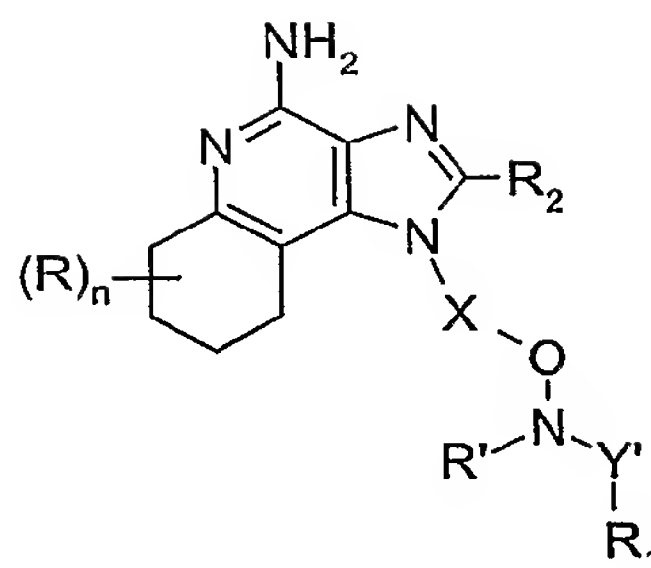


V

5

10



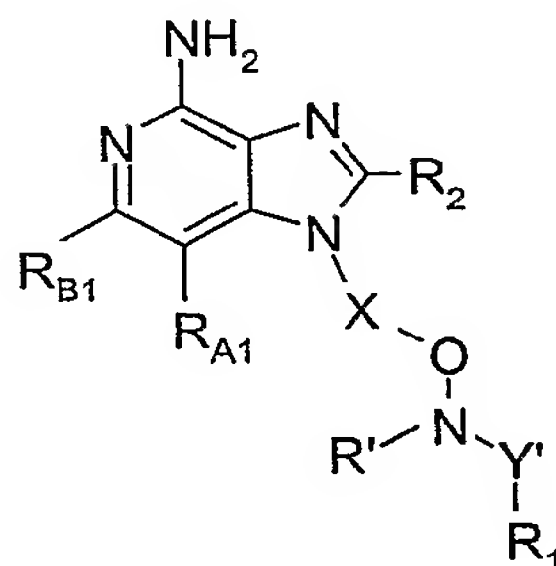


VII

wherein: X, R, R', R'', Y', R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, m, and n are as defined below.

5

Examples of such compounds also include imidazopyridines of the following Formula VI:



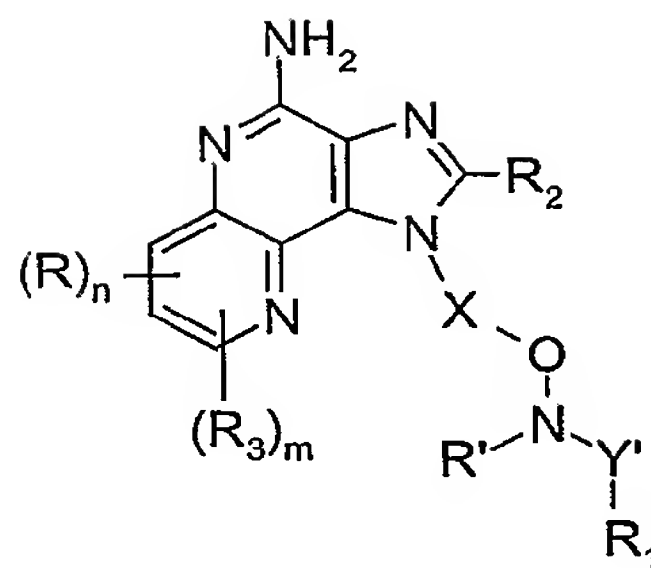
VI

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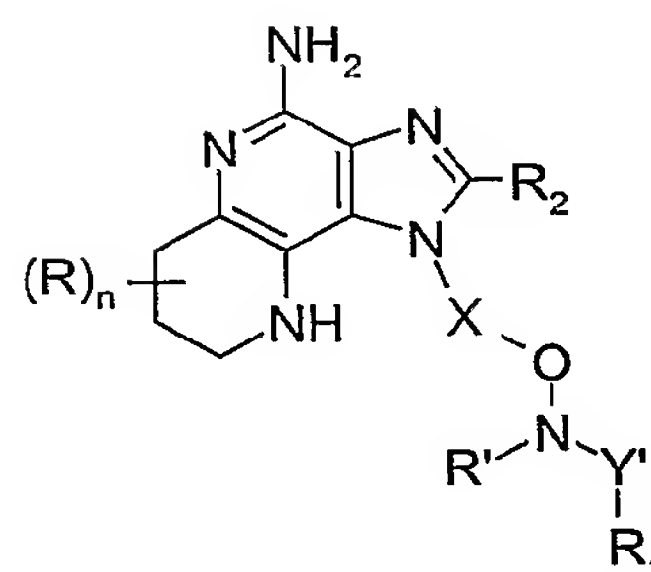
wherein: X, R<sub>A1</sub>, R<sub>B1</sub>, R', Y', R<sub>1</sub>, and R<sub>2</sub> are as defined below.

Examples of such compounds also include imidazonaphthyridines of the following Formula VIII and imidazotetrahydronaphthyridines of the following Formula IX:

15



VIII



IX

wherein: X, R, R', Y', R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, m, and n are as defined below.

The compounds of Formula I are useful as immune response modifiers due to their ability to induce cytokine biosynthesis (e.g., induces the synthesis of at least one cytokine) and otherwise modulate the immune response when administered to animals. This makes the compounds useful in the treatment of a variety of conditions such as viral diseases and tumors that are responsive to such changes in the immune response.

The invention further provides pharmaceutical compositions containing an effective amount of a compound of Formula I and methods of inducing cytokine biosynthesis in an animal, treating a viral infection and/or treating a neoplastic disease in an animal by administering an effective amount of a compound of Formula I to the animal.

In addition, methods of synthesizing compounds of Formula I and intermediates useful in the synthesis of these compounds are provided.

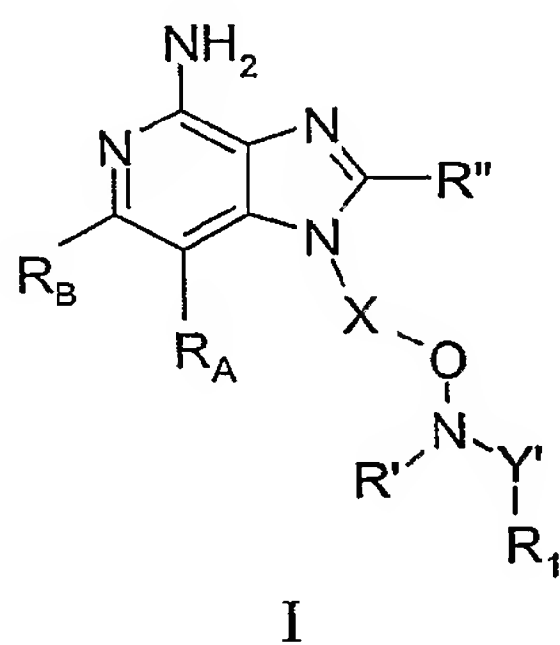
As used herein, "a," "an," "the," "at least one," and "one or more" are used interchangeably.

5       The terms "comprises" and variations thereof do not have a limiting meaning where these terms appear in the description and claims.

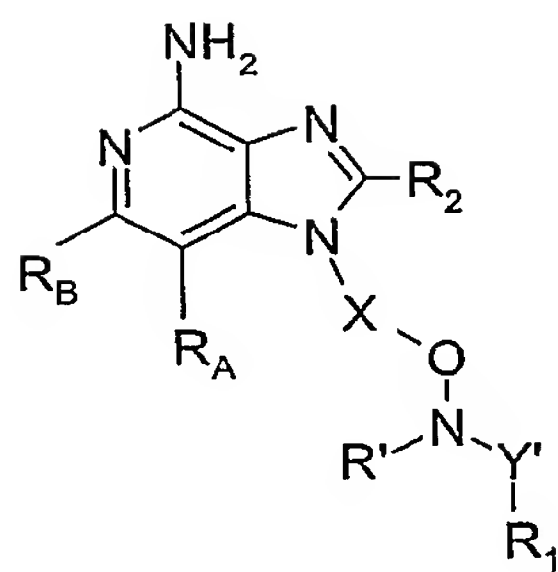
10       The above summary of the present invention is not intended to describe each disclosed embodiment or every implementation of the present invention. The description that follows more particularly exemplifies illustrative embodiments. In several places throughout the description, guidance is provided through lists of examples, which examples can be used in various combinations. In each instance, the recited list serves only as a representative group and should not be interpreted as an exclusive list.

## 15       DETAILED DESCRIPTION OF ILLUSTRATIVE EMBODIMENTS OF THE INVENTION

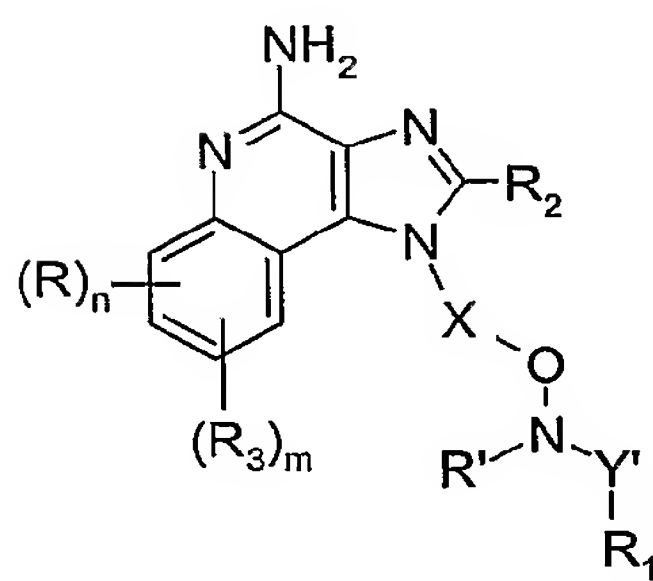
The present invention provides compounds of the following Formulas I through IX:



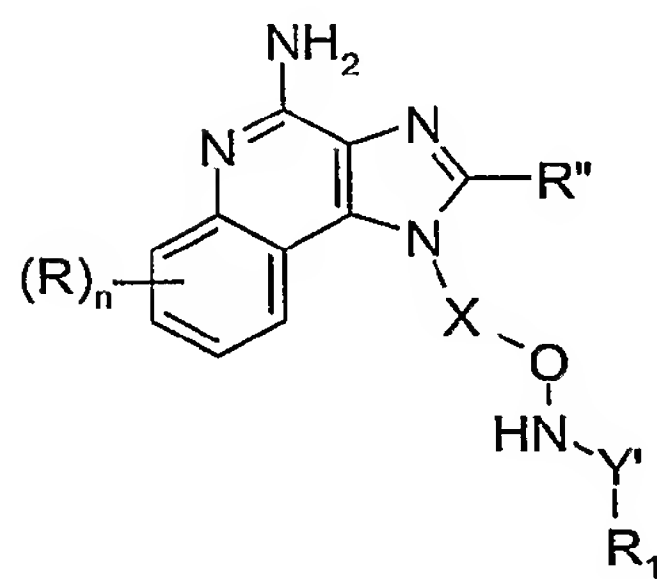
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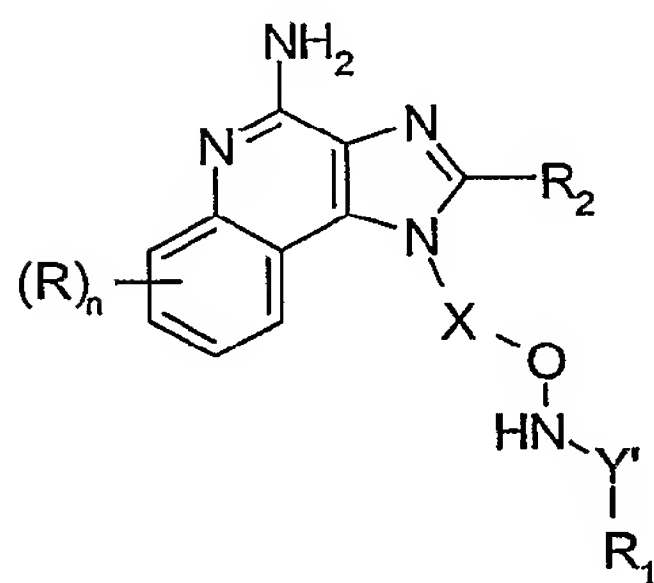
II



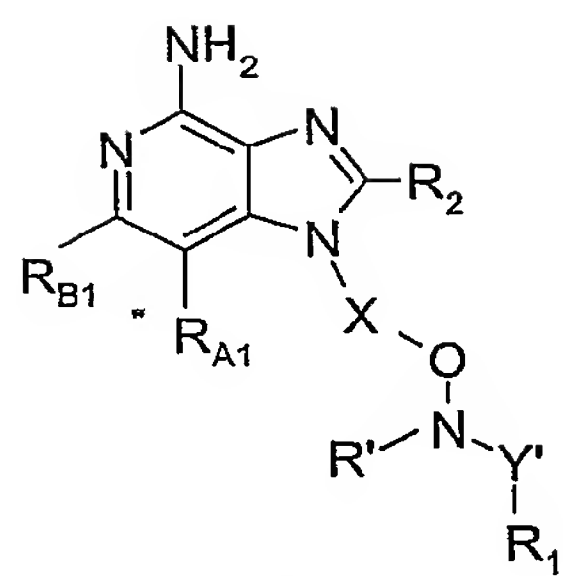
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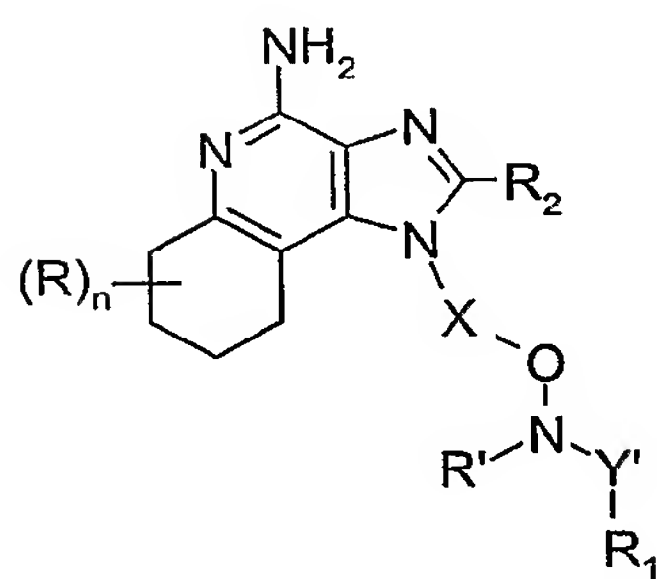
IV



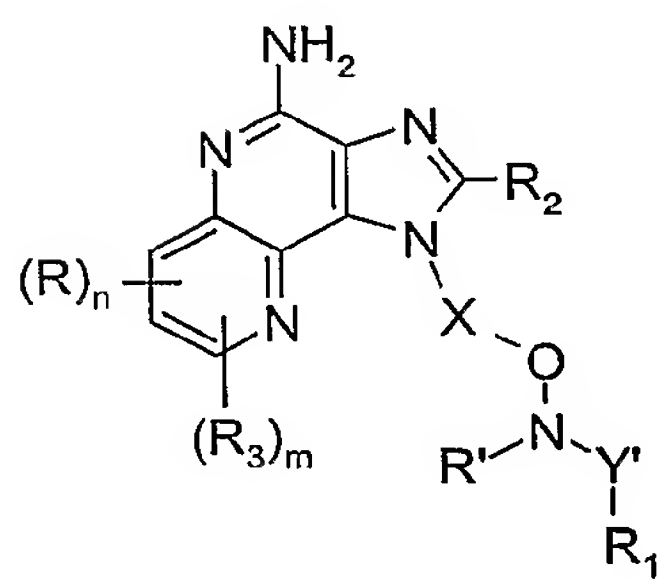
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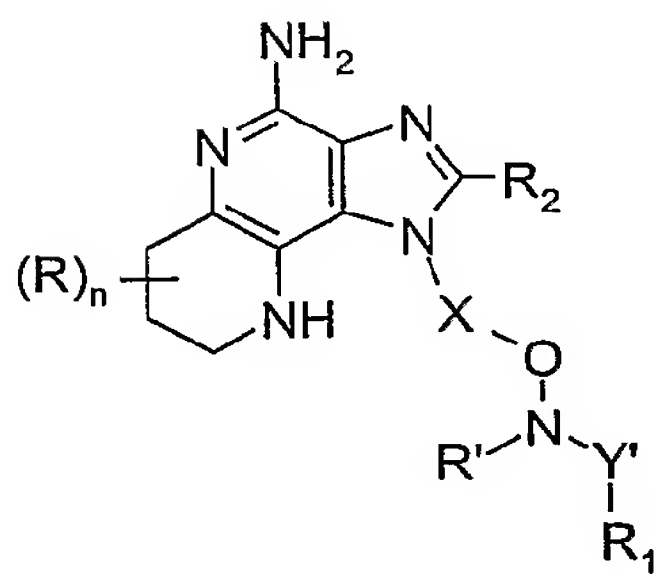
VI



VII

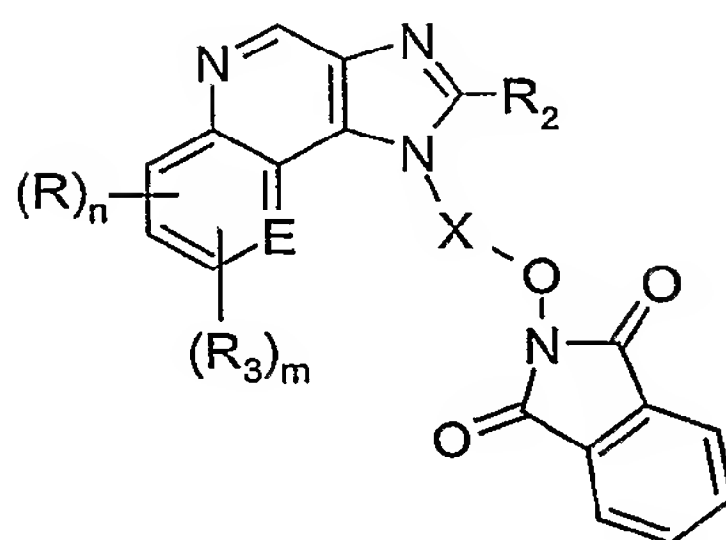


VIII



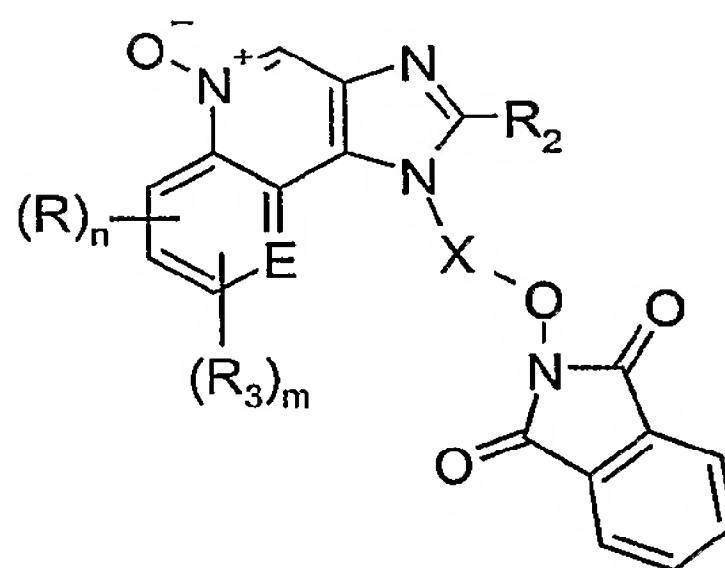
IX

as well as intermediates of the following Formulas X through XIV:

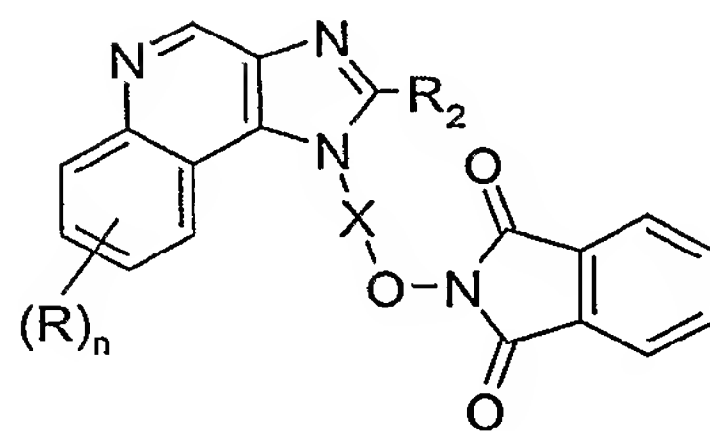


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X

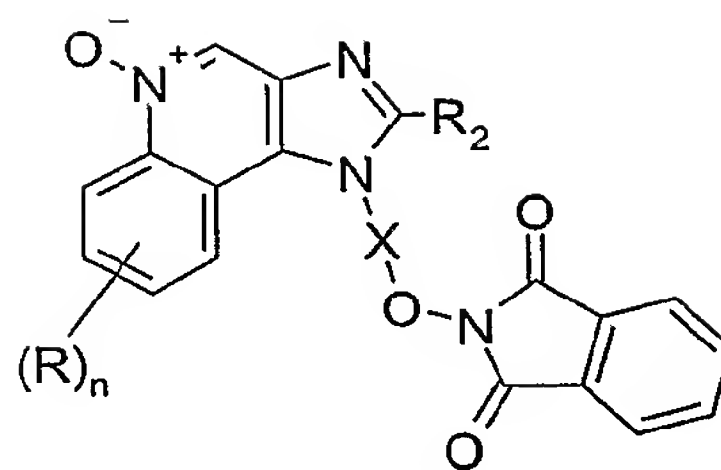


XI

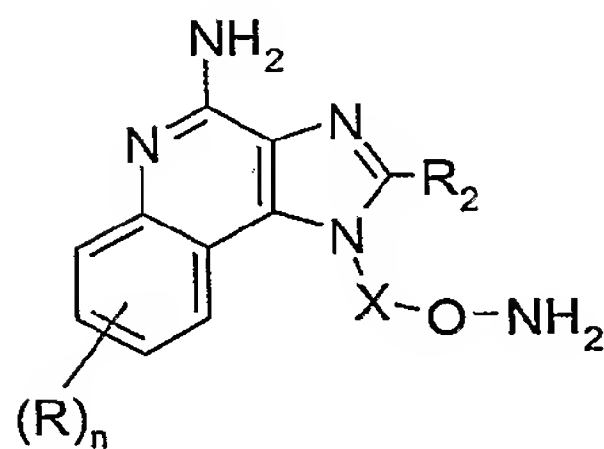


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XII



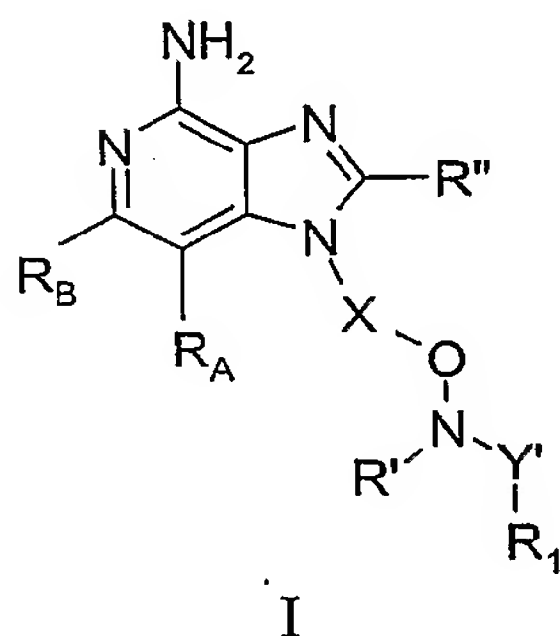
XIII



XIV

wherein: E, X, R, R', R'', R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, Y', R<sub>A</sub>, R<sub>B</sub>, R<sub>A1</sub>, R<sub>B1</sub>, m, and n are as defined below.

In one embodiment, the present invention provides a compound of Formula I:



I

wherein:

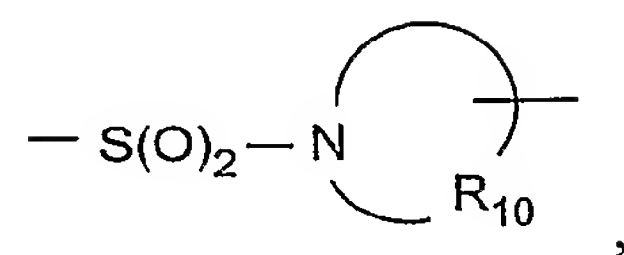
X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

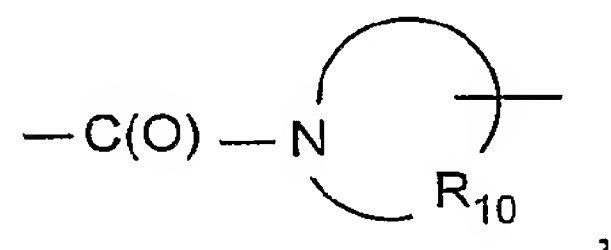
-C(O)-,  
 -C(S)-,  
 -S(O)<sub>2</sub>-,  
 -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,

5



-C(O)-O-,  
 -C(O)-N(R<sub>8</sub>)-,  
 -C(S)-N(R<sub>8</sub>)-,  
 -C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,  
 -C(O)-N(R<sub>8</sub>)-C(O)-,  
 -C(S)-N(R<sub>8</sub>)-C(O)-,

10



-C(O)-C(O)-,  
 -C(O)-C(O)-O-, and  
 -C(=NH)-N(R<sub>8</sub>)-;

15

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,  
 alkyl,  
 alkenyl,  
 aryl,  
 arylalkylenyl,  
 heteroaryl,  
 heteroarylalkylenyl,  
 heterocyclyl,  
 heterocyclylalkylenyl, and

20

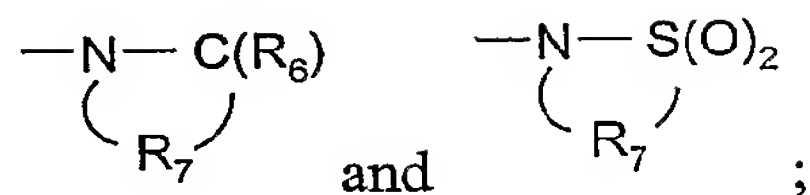
25



alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

- hydroxyl,
- 5 alkyl,
- haloalkyl,
- hydroxyalkyl,
- alkoxy,
- dialkylamino,
- 10 -S(O)<sub>0-2</sub>-alkyl,
- S(O)<sub>0-2</sub>-aryl,
- NH-S(O)<sub>2</sub>-alkyl,
- NH-S(O)<sub>2</sub>-aryl,
- haloalkoxy,
- 15 halogen,
- nitrile,
- nitro,
- aryl,
- heteroaryl,
- 20 heterocyclyl,
- aryloxy,
- arylalkyleneoxy,
- C(O)-O-alkyl,
- C(O)-N(R<sub>8</sub>)<sub>2</sub>,
- 25 -N(R<sub>8</sub>)-C(O)-alkyl,
- O-C(O)-alkyl, and
- C(O)-alkyl;

or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_A$  and  $R_B$  are each independently selected from the group consisting of:

hydrogen,

halogen,

5

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$$-\text{N}(\text{R}_9)_2;$$

10

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R''' groups;

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

15

R is selected from the group consisting of:

halogen,

hydroxyl,

alkyl,

20

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$$-\text{N}(\text{R}_9)_2;$$

25

$R_6$  is selected from the group consisting of =O and =S;

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each  $R_9$  is independently selected from the group consisting of hydrogen and alkyl;

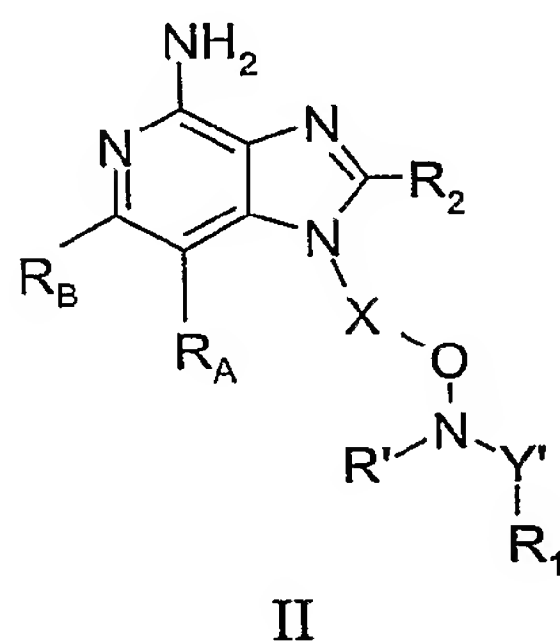
$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

5  $R_{10}$  is  $C_{3-8}$  alkylene;

$R''$  is hydrogen or a non-interfering substituent; and

each  $R'''$  is a non-interfering substituent;  
or a pharmaceutically acceptable salt thereof.

10 In one embodiment, the present invention provides a compound of Formula II:



15 wherein:

X is selected from the group consisting of -CH( $R_{9a}$ )-alkylene- and -CH( $R_{9a}$ )-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

$Y'$  is selected from the group consisting of:

20 a bond,

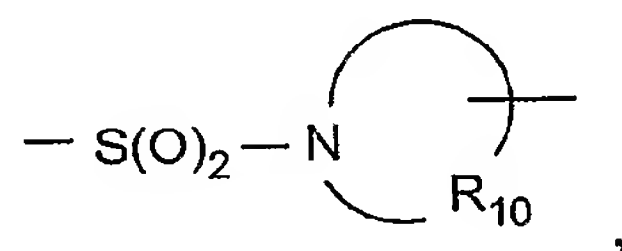
-C(O)-,

-C(S)-,

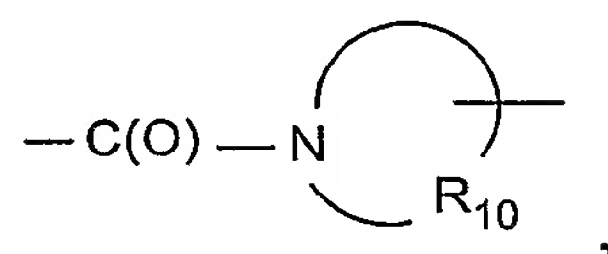
-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N( $R_8$ )-,

25



-C(O)-O-,  
 -C(O)-N(R<sub>8</sub>)-,  
 -C(S)-N(R<sub>8</sub>)-,  
 -C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,  
 -C(O)-N(R<sub>8</sub>)-C(O)-,  
 -C(S)-N(R<sub>8</sub>)-C(O)-,



-C(O)-C(O)-,  
 -C(O)-C(O)-O-, and  
 -C(=NH)-N(R<sub>8</sub>)-;

R<sub>1</sub> and R' are independently selected from the group consisting of:

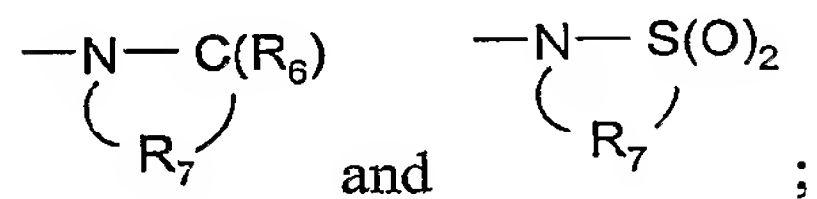
hydrogen,  
 alkyl,  
 alkenyl,  
 aryl,  
 arylalkylenyl,  
 heteroaryl,  
 heteroarylalkylenyl,  
 heterocyclyl,  
 heterocyclylalkylenyl, and  
 alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,

heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
 alkyl,  
 haloalkyl,  
 hydroxyalkyl,  
 alkoxy,

5 dialkylamino,  
-S(O)<sub>0-2</sub>-alkyl,  
-S(O)<sub>0-2</sub>-aryl,  
-NH-S(O)<sub>2</sub>-alkyl,  
-NH-S(O)<sub>2</sub>-aryl,  
haloalkoxy,  
halogen,  
nitrile,  
nitro,  
10 aryl,  
heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
15 -C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

20                    or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are  
/                    bonded can join to form a ring selected from the group consisting of:



$R_A$  and  $R_B$  are each independently selected from the group consisting of:

25 hydrogen,  
halogen,  
alkyl,  
alkenyl,  
alkoxy,

alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein  
 5 the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R<sub>3</sub> group, or substituted by one R<sub>3</sub> group and one R group;

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

10 R is selected from the group consisting of:

halogen,

hydroxyl,

alkyl,

alkenyl,

15 haloalkyl,

alkoxy,

alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>2</sub> is selected from the group consisting of:

20 -R<sub>4</sub>,

-X'-R<sub>4</sub>,

-X'-Y-R<sub>4</sub>, and

-X'-R<sub>5</sub>;

R<sub>3</sub> is selected from the group consisting of:

25 -Z-R<sub>4</sub>,

-Z-X'-R<sub>4</sub>,

-Z-X'-Y-R<sub>4</sub>, and

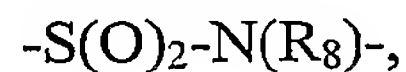
-Z-X'-R<sub>5</sub>;

each X' is independently selected from the group consisting of alkylene,  
 30 alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the

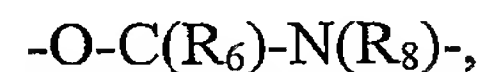
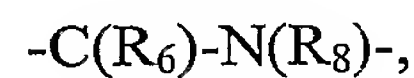
alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

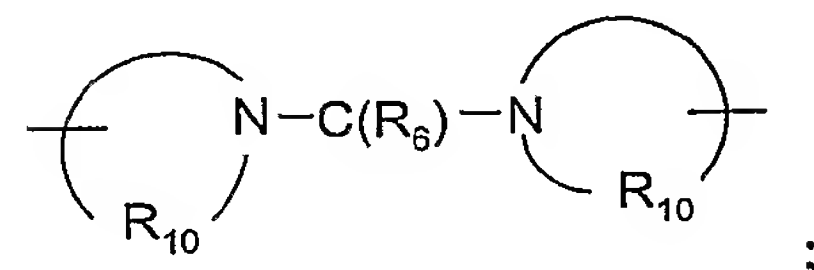
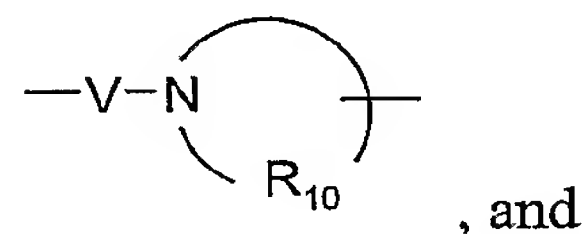
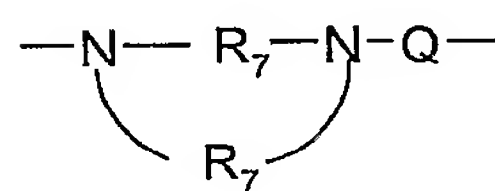
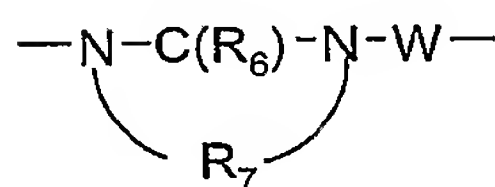
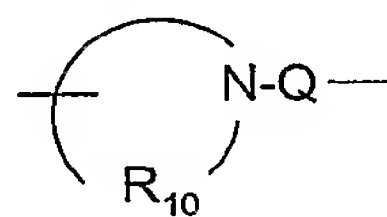
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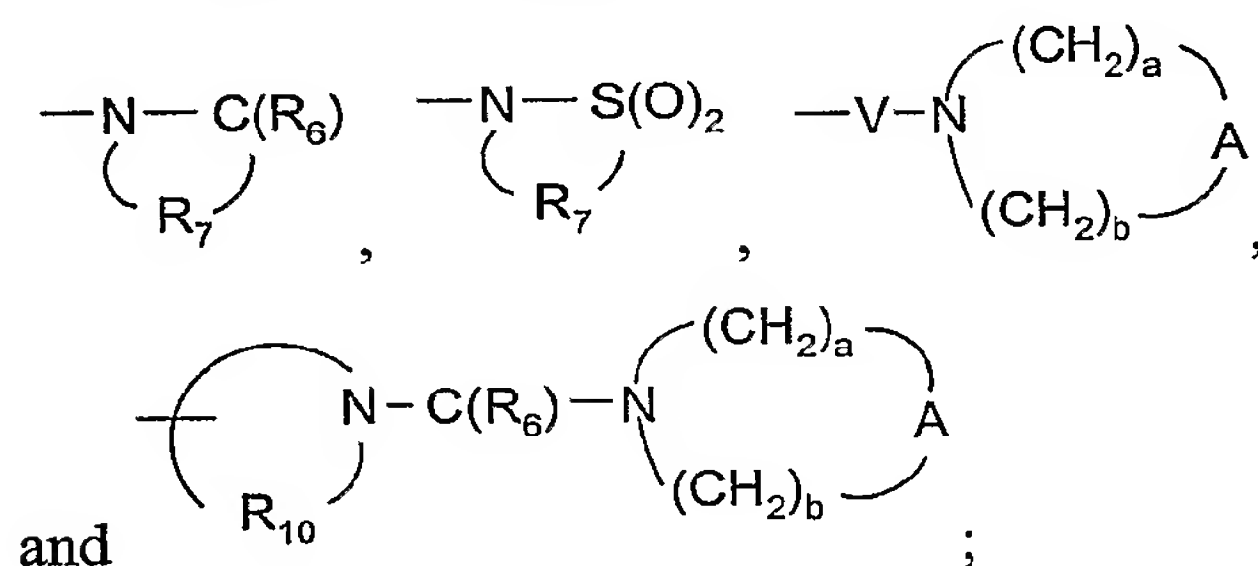
20

Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl,

heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each  $R_5$  is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

15            each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

20            R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-

25 each Q is independently selected from the group consisting of a bond,  
-C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and



-C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond,

-C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-,

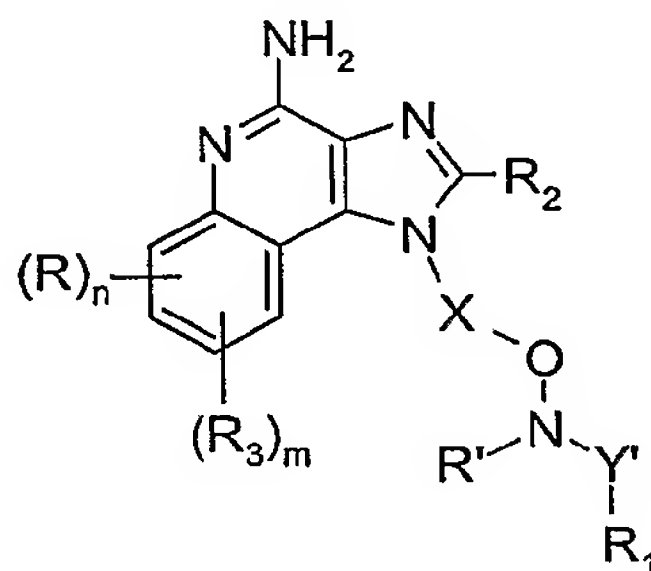
5 -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

In one embodiment, the present invention provides a compound of Formula

10 III:



III

wherein:

15 X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

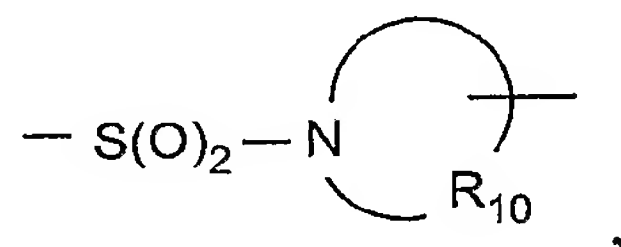
-C(O)-,

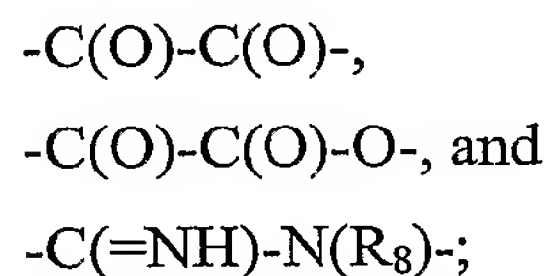
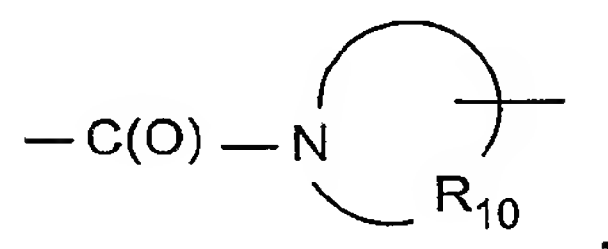
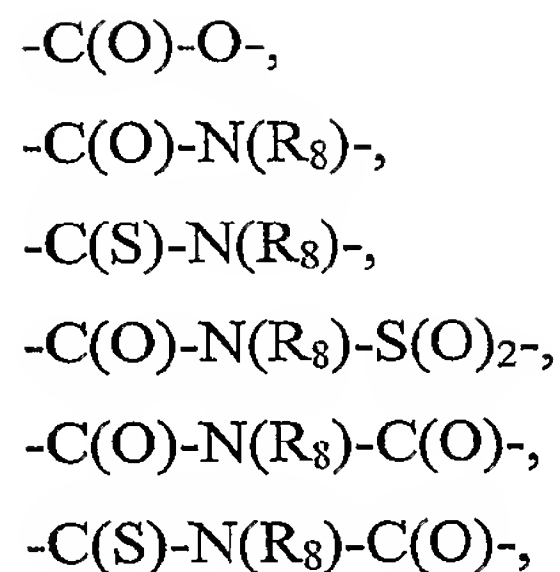
20

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,





each R is independently selected from the group consisting of:

halogen,  
 hydroxyl,  
 alkyl,  
 alkenyl,  
 haloalkyl,  
 alkoxy,  
 alkylthio, and  
 $-N(R_9)_2$ ;

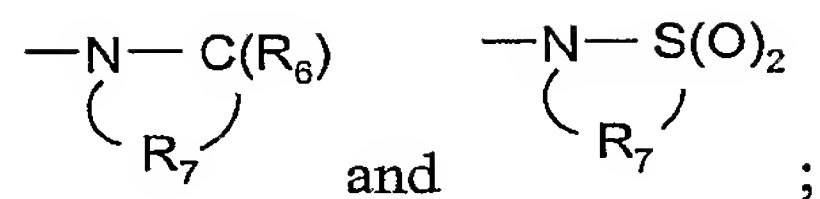
$R_1$  and  $R'$  are independently selected from the group consisting of:

hydrogen,  
 alkyl,  
 alkenyl,  
 aryl,  
 arylalkylenyl,  
 heteroaryl,  
 heteroarylalkylenyl,  
 heterocyclyl,

heterocyclalkylenyl, and  
 alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,  
 heterocycl, or heterocyclalkylenyl, substituted by one or more substituents  
 selected from the group consisting of:

- 5 hydroxyl,  
 alkyl,  
 haloalkyl,  
 hydroxyalkyl,  
 alkoxy,  
 10 dialkylamino,  
 -S(O)<sub>0-2</sub>-alkyl,  
 -S(O)<sub>0-2</sub>-aryl,  
 -NH-S(O)<sub>2</sub>-alkyl,  
 -NH-S(O)<sub>2</sub>-aryl,  
 15 haloalkoxy,  
 halogen,  
 nitrile,  
 nitro,  
 aryl,  
 20 heteroaryl,  
 heterocycl,  
 aryloxy,  
 arylalkyleneoxy,  
 -C(O)-O-alkyl,  
 25 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are  
 30 bonded can join to form a ring selected from the group consisting of:



$R_2$  is selected from the group consisting of:

-R<sub>4</sub>,

$$-X'-R_4,$$

$-X'-Y-R_4$ , and

-X'-R<sub>5</sub>;

$R_3$  is selected from the group consisting of:

-Z-R<sub>4</sub>,

$$-Z-X'-R_4,$$

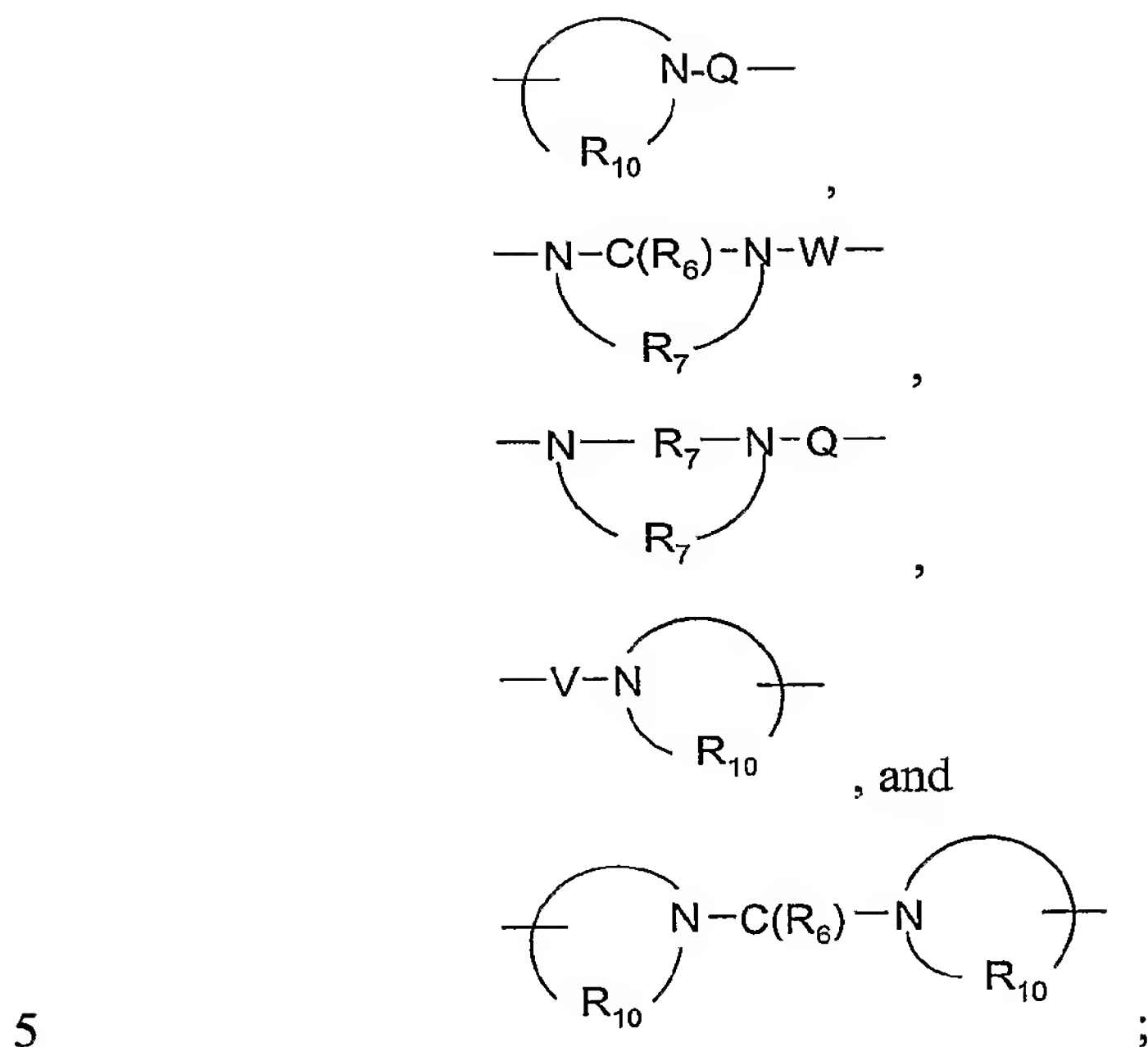
-Z-X'-Y-R<sub>4</sub>, and

$$-Z-X'-R_5;$$

each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

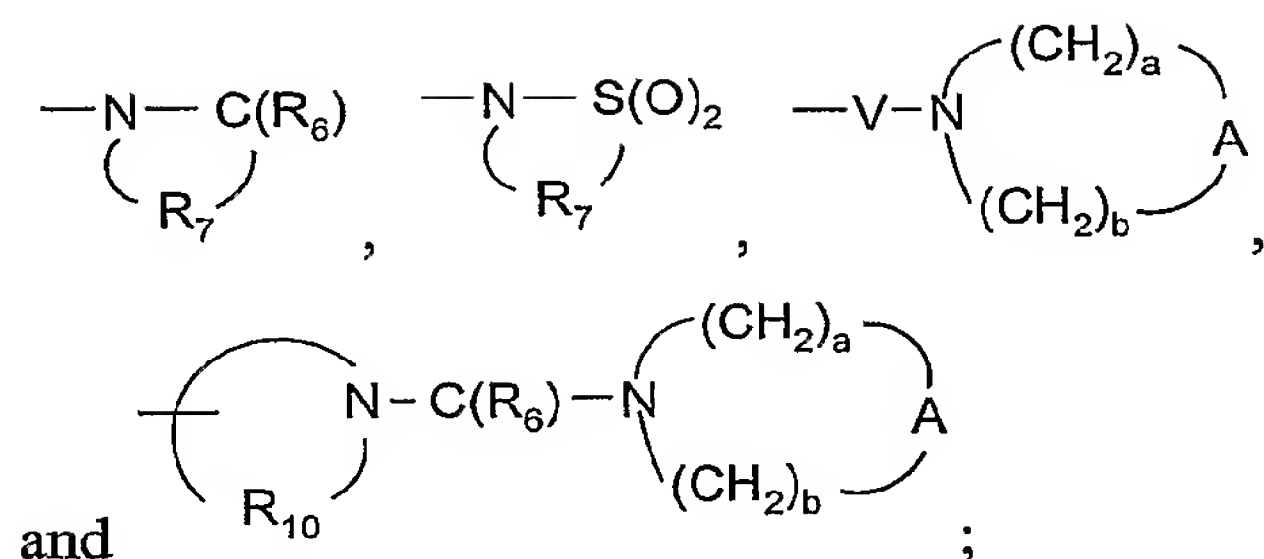
$$-\text{S}(\text{O})_{0-2}-$$
$$-\text{S}(\text{O})_2-\text{N}(\text{R}_8)-,$$
$$-\text{C}(\text{R}_6)-,$$
$$-\text{C}(\text{R}_6)-\text{O}-,$$
$$-\text{O}-\text{C}(\text{R}_6)-,$$
$$-\text{O}-\text{C}(\text{O})-\text{O}-,$$
$$-\text{N}(\text{R}_8)-\text{Q}-,$$
$$-\text{C}(\text{R}_6)-\text{N}(\text{R}_8)-,$$
$$-\text{O}-\text{C}(\text{R}_6)-\text{N}(\text{R}_8)-,$$
$$-\text{C}(\text{R}_6)-\text{N}(\text{OR}_9)-,$$



Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each R<sub>5</sub> is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

5 each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

10 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond,  
 15 -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and  
 -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that  $a + b$  is  $\leq$

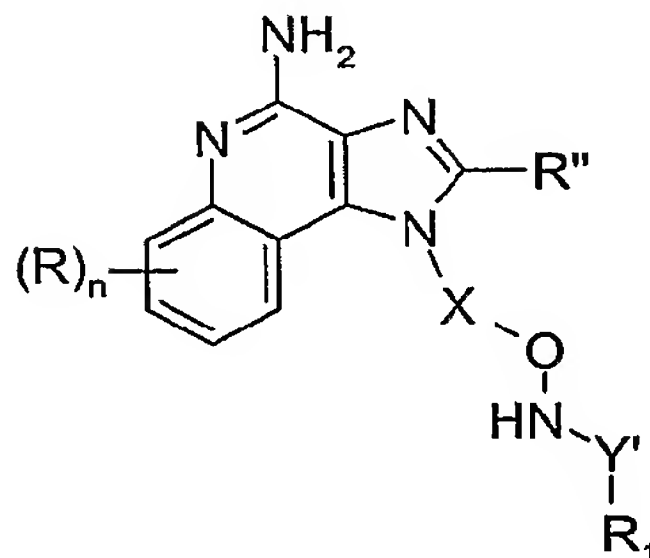
n is an integer from 0 to 4; and

$m$  is 0 or 1, with the proviso that when  $m$  is 1,  $n$  is 0 or 1;

25 or a pharmaceutically acceptable salt thereof.

In one embodiment, the present invention provides a compound of Formula

IV:



IV

5 wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-;

Y' is selected from the group consisting of:

- a bond,
- 10 -C(O)-,
- C(S)-,
- S(O)<sub>2</sub>-,
- S(O)<sub>2</sub>-N(R<sub>8a</sub>)-,
- C(O)-O-,
- 15 -C(O)-N(R<sub>8a</sub>)-,
- C(S)-N(R<sub>8a</sub>)-,
- C(O)-N(R<sub>8a</sub>)-S(O)<sub>2</sub>-,
- C(O)-N(R<sub>8a</sub>)-C(O)-,
- C(S)-N(R<sub>8a</sub>)-C(O)-, and
- 20 -C(O)-C(O)-O-;

R<sub>1</sub> is selected from the group consisting of:

- hydrogen,
- alkyl,
- alkenyl,
- 25 aryl,

alkylene-aryl,  
alkylene-heteroaryl,  
alkylene-heterocyclyl,  
heteroaryl,  
5 heterocyclyl, and  
alkyl, alkenyl, aryl, arylalkylenyl, heteroarylalkylenyl,  
heterocyclylalkylenyl, heteroaryl or heterocyclyl, substituted by one or more  
substituents selected from the group consisting of:

10 hydroxyl,  
alkyl,  
haloalkyl,  
hydroxyalkyl,  
-O-alkyl,  
-S(O)<sub>0-2</sub>-alkyl,  
15 -S(O)<sub>0-2</sub>-aryl,  
-O-haloalkyl,  
halogen,  
nitrile,  
nitro,  
20 aryl,  
heteroaryl,  
heterocyclyl,  
-O-aryl,  
-O-alkylene-aryl,  
25 -C(O)-O-alkyl,  
-C(O)-N(R<sub>8a</sub>)<sub>2</sub>,  
-N(R<sub>8a</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;



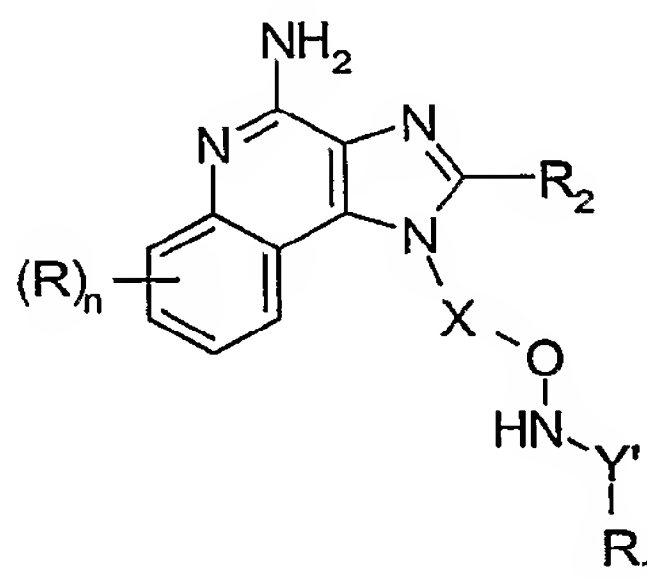
each R and R" are independently selected from the group consisting of hydrogen and non-interfering substituents;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

5 each R<sub>8a</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl; and

n is an integer from 0 to 4;  
or a pharmaceutically acceptable salt thereof.

10 In one embodiment, the present invention provides a compound of Formula V:



V

15 wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-;

Y' is selected from the group consisting of:

- a bond,
- 20 -C(O)-,
- C(S)-,
- S(O)<sub>2</sub>-,
- S(O)<sub>2</sub>-N(R<sub>8a</sub>)-,
- C(O)-O-,
- 25 -C(O)-N(R<sub>8a</sub>)-,

-C(S)-N(R<sub>8a</sub>)-,  
-C(O)-N(R<sub>8a</sub>)-S(O)<sub>2</sub>-,  
-C(O)-N(R<sub>8a</sub>)-C(O)-,  
-C(S)-N(R<sub>8a</sub>)-C(O)-, and  
-C(O)-C(O)-O-;

5

R<sub>1</sub> is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
alkylene-aryl,  
alkylene-heteroaryl,  
alkylene-heterocyclyl,  
heteroaryl,  
heterocyclyl, and  
alkyl, alkenyl, aryl, arylalkylenyl, heteroarylalkylenyl,

10

15

heterocyclylalkylenyl, heteroaryl or heterocyclyl, substituted by one or more  
substituents selected from the group consisting of:

hydroxyl,  
alkyl,  
haloalkyl,  
hydroxyalkyl,  
-O-alkyl,  
-S(O)<sub>0-2</sub>-alkyl,  
-S(O)<sub>0-2</sub>-aryl,  
-O-haloalkyl,  
halogen,  
nitrile,  
nitro,  
aryl,

20

25

30

heteroaryl,  
heterocyclyl,  
-O-aryl,  
-O-alkylene-aryl,  
5 -C(O)-O-alkyl,  
-C(O)-N(R<sub>8a</sub>)<sub>2</sub>,  
-N(R<sub>8a</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

10 each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
alkyl,  
15 alkenyl,  
aryl,  
heteroaryl,  
heterocyclyl,  
alkylene-Y"-alkyl,  
20 alkylene-Y"-alkenyl,  
alkylene-Y"-aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
25 halogen,  
-N(R<sub>8a</sub>)<sub>2</sub>,  
-C(O)-C<sub>1-10</sub> alkyl,  
-C(O)-O-C<sub>1-10</sub> alkyl,  
-N<sub>3</sub>,  
30 aryl,

heteroaryl,  
heterocyclyl,  
-C(O)-aryl, and  
-C(O)-heteroaryl;

5 Y" is -O- or -S(O)<sub>0-2</sub>;

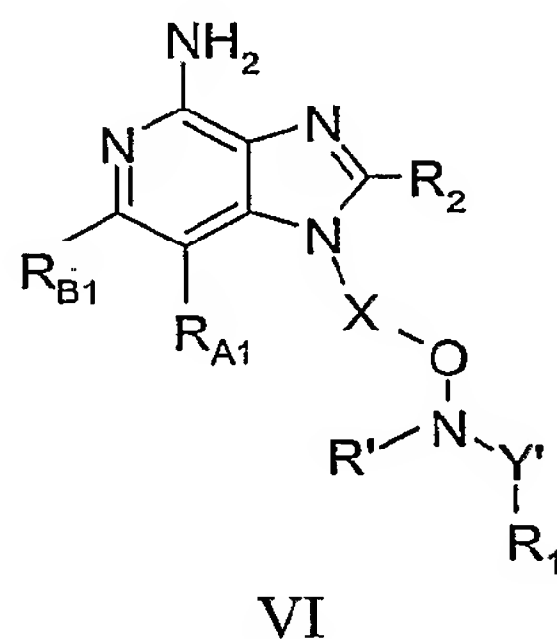
each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
be optionally interrupted by one or more -O- groups; and

10 n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

In one embodiment, the present invention provides a compound of Formula  
VI:



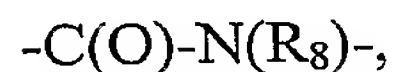
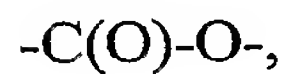
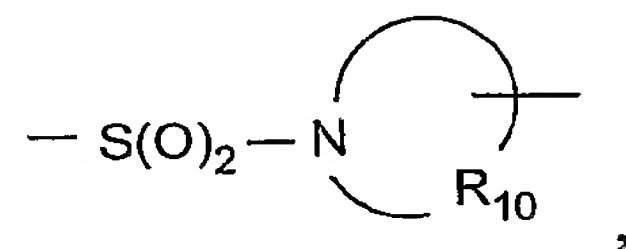
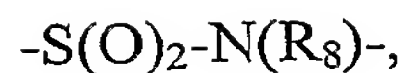
15

wherein:

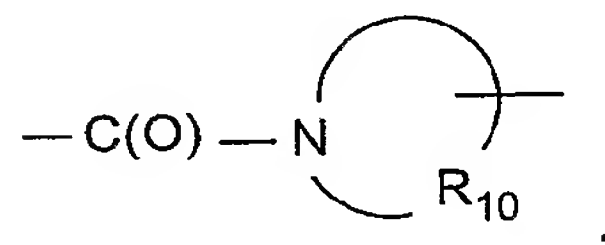
X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
-CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally  
20 interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

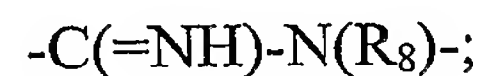
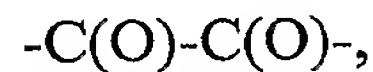
a bond,  
-C(O)-,  
-C(S)-,  
25 -S(O)<sub>2</sub>-;



5



10

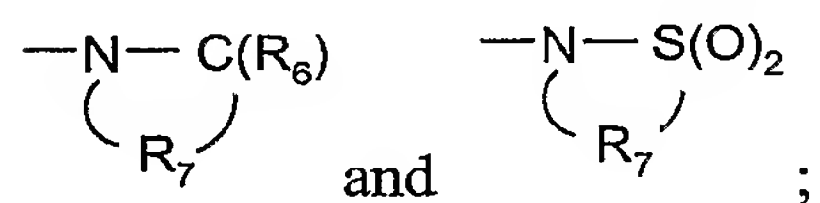


$\text{R}_1$  and  $\text{R}'$  are independently selected from the group consisting of:

- hydrogen,
- 15 alkyl,
- alkenyl,
- aryl,
- arylalkylenyl,
- heteroaryl,
- 20 heteroarylalkylenyl,
- heterocyclyl,
- heterocyclylalkylenyl, and
- alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,
- heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents
- 25 selected from the group consisting of:
- hydroxyl,

5 alkyl,  
 haloalkyl,  
 hydroxyalkyl,  
 alkoxy,  
 dialkylamino,  
 -S(O)<sub>0-2</sub>-alkyl,  
 -S(O)<sub>0-2</sub>-aryl,  
 -NH-S(O)<sub>2</sub>-alkyl,  
 -NH-S(O)<sub>2</sub>-aryl,  
 10 haloalkoxy,  
 halogen,  
 nitrile,  
 nitro,  
 aryl,  
 15 heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 -C(O)-O-alkyl,  
 20 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

25 or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are  
 bonded can join to form a ring selected from the group consisting of:



R<sub>A1</sub> and R<sub>B1</sub> are each independently selected from the group consisting of:  
 hydrogen,

5  
 halogen,  
 alkyl,  
 alkenyl,  
 alkoxy,  
 alkylthio, and  
 $-N(R_9)_2$ ;

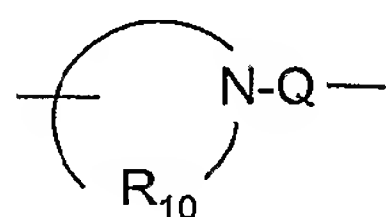
$R_2$  is selected from the group consisting of:

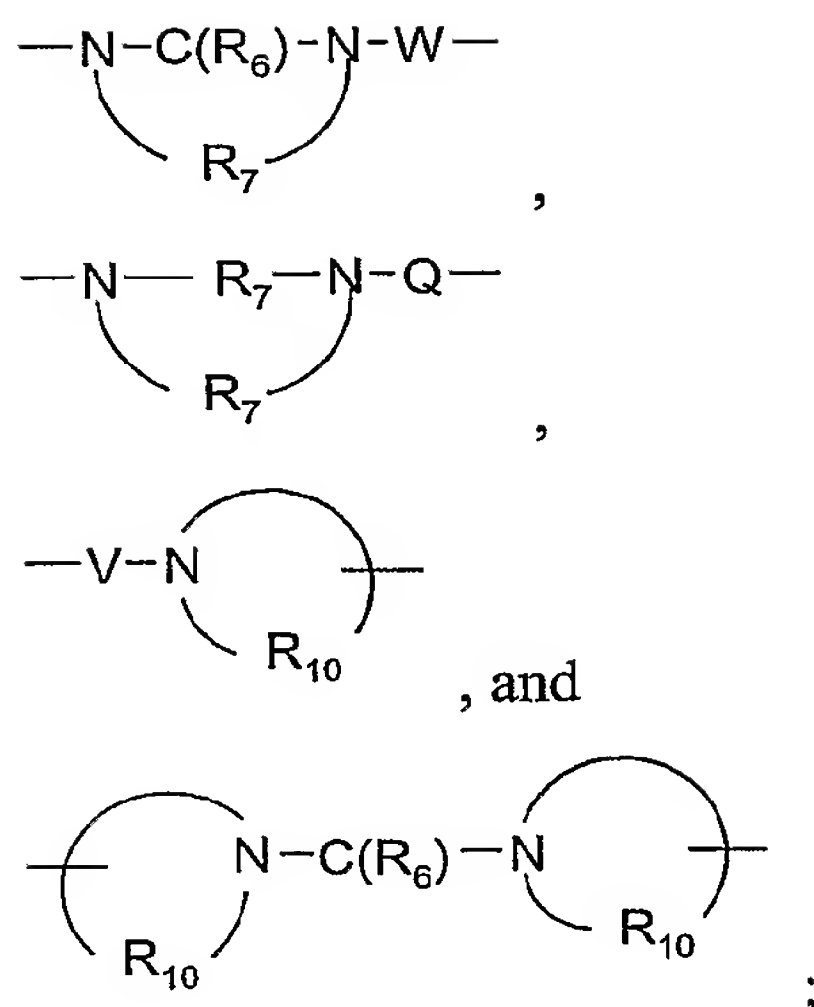
10  
 $-R_4$ ,  
 $-X'-R_4$ ,  
 $-X'-Y-R_4$ , and  
 $-X'-R_5$ ;

15  
 $X'$  is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

$Y$  is selected from the group consisting of:

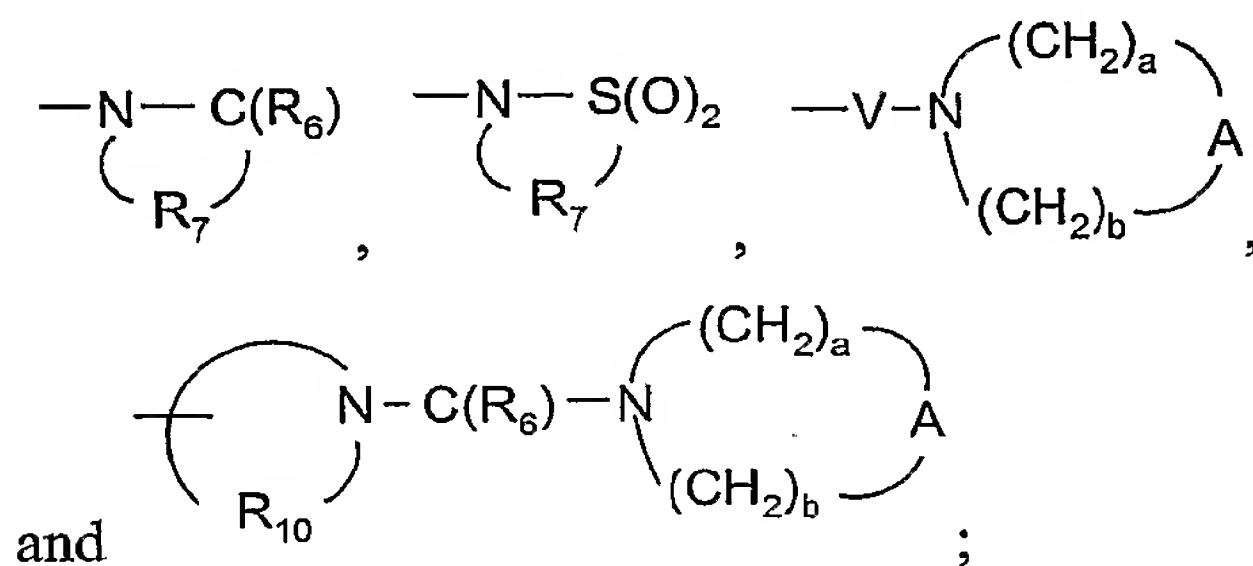
20  
 $-S(O)_{0-2}-$ ,  
 $-S(O)_2-N(R_8)-$ ,  
 $-C(R_6)-$ ,  
 $-C(R_6)-O-$ ,  
 $-O-C(R_6)-$ ,  
 $-O-C(O)-O-$ ,  
 $-N(R_8)-Q-$ ,  
25  
 $-C(R_6)-N(R_8)-$ ,  
 $-O-C(R_6)-N(R_8)-$ ,  
 $-C(R_6)-N(OR_9)-$ ,





- 5  $R_4$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl
- 10 groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of
- 15 alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$R_5$  is selected from the group consisting of:



each  $R_6$  is independently selected from the group consisting of =O and =S;

- 20 each  $R_7$  is independently  $C_{2-7}$  alkylene;



each  $R_8$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy- $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl;  
 each  $R_9$  is independently selected from the group consisting of hydrogen and alkyl;

5  $R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N( $R_4$ )-;

10 Q is selected from the group consisting of a bond, -C( $R_6$ )-, -C( $R_6$ )-C( $R_6$ )-, -S(O)<sub>2</sub>-, -C( $R_6$ )-N( $R_8$ )-W-, -S(O)<sub>2</sub>-N( $R_8$ )-, -C( $R_6$ )-O-, and -C( $R_6$ )-N(OR<sub>9</sub>)-;

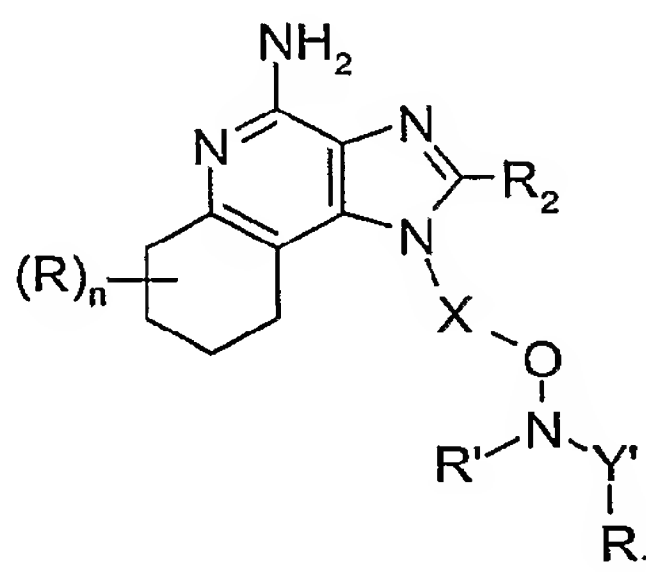
W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

V is selected from the group consisting of -C( $R_6$ )-, -O-C( $R_6$ )-, -N( $R_8$ )-C( $R_6$ )-, and -S(O)<sub>2</sub>-; and

15 a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

or a pharmaceutically acceptable salt thereof.

20 In one embodiment, the present invention provides a compound of Formula VII:



VII

wherein:

25 X is selected from the group consisting of -CH( $R_{9a}$ )-alkylene- and

-CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

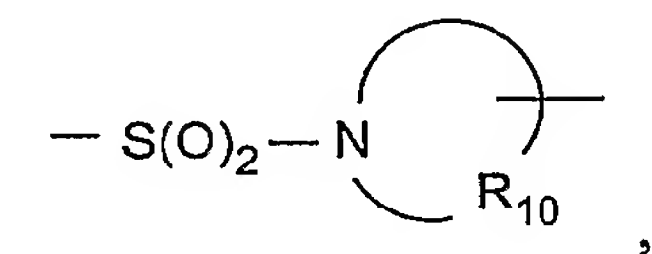
5

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



10

-C(O)-O-,

-C(O)-N(R<sub>8</sub>)-,

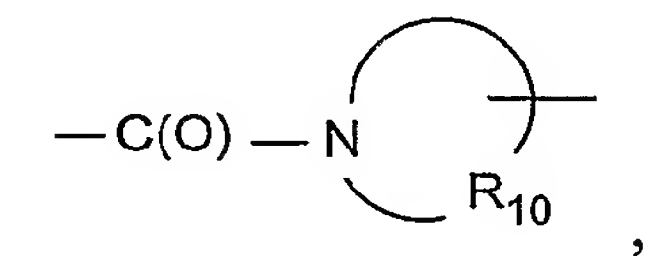
-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

15

-C(S)-N(R<sub>8</sub>)-C(O)-,



-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

20

each R is independently selected from the group consisting of:

halogen,

hydroxyl,

alkyl,

alkenyl,

25

haloalkyl,

alkoxy,

alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

5

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

10

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,

heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents

15

selected from the group consisting of:

hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

20

alkoxy,

dialkylamino,

-S(O)<sub>0-2</sub>-alkyl,

-S(O)<sub>0-2</sub>-aryl,

-NH-S(O)<sub>2</sub>-alkyl,

25

-NH-S(O)<sub>2</sub>-aryl,

haloalkoxy,

halogen,

nitrile,

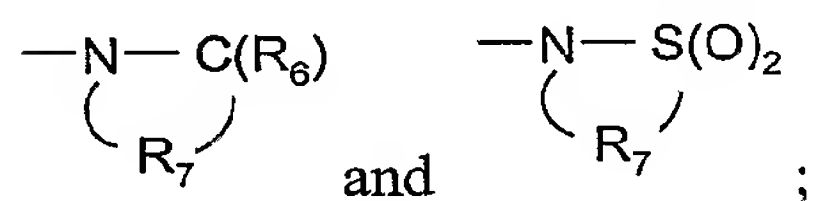
nitro,

30

aryl,

heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

10                    or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_2$  is selected from the group consisting of:

15                    -R<sub>4</sub>,  
                       -X'-R<sub>4</sub>,  
                       -X'-Y-R<sub>4</sub>, and  
                       -X'-R<sub>5</sub>;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

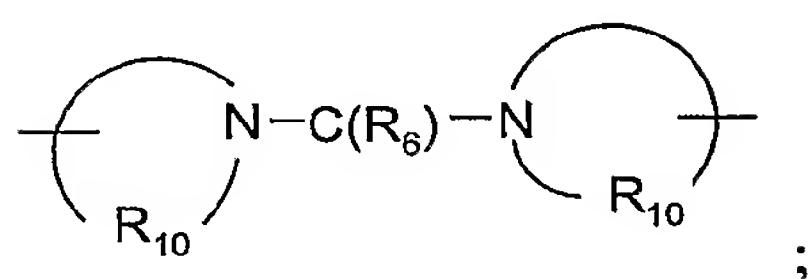
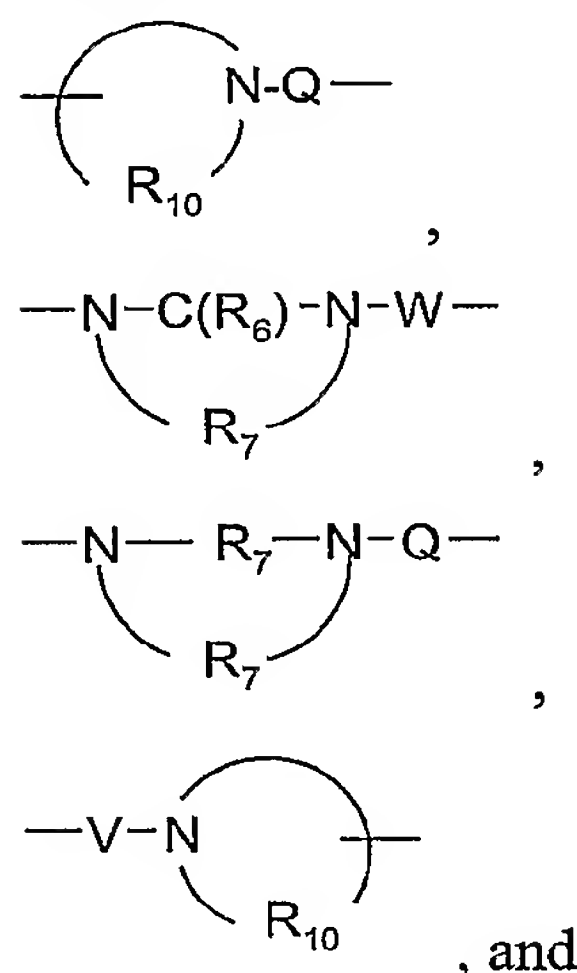
Y is selected from the group consisting of:

25

-S(O)<sub>0-2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-,  
-C(R<sub>6</sub>)-O-,  
-O-C(R<sub>6</sub>)-,

$-\text{O}-\text{C}(\text{O})-\text{O}-$ ,  
 $-\text{N}(\text{R}_8)-\text{Q}-$ ,  
 $-\text{C}(\text{R}_6)-\text{N}(\text{R}_8)-$ ,  
 $-\text{O}-\text{C}(\text{R}_6)-\text{N}(\text{R}_8)-$ ,  
 $-\text{C}(\text{R}_6)-\text{N}(\text{OR}_9)-$ ,

5

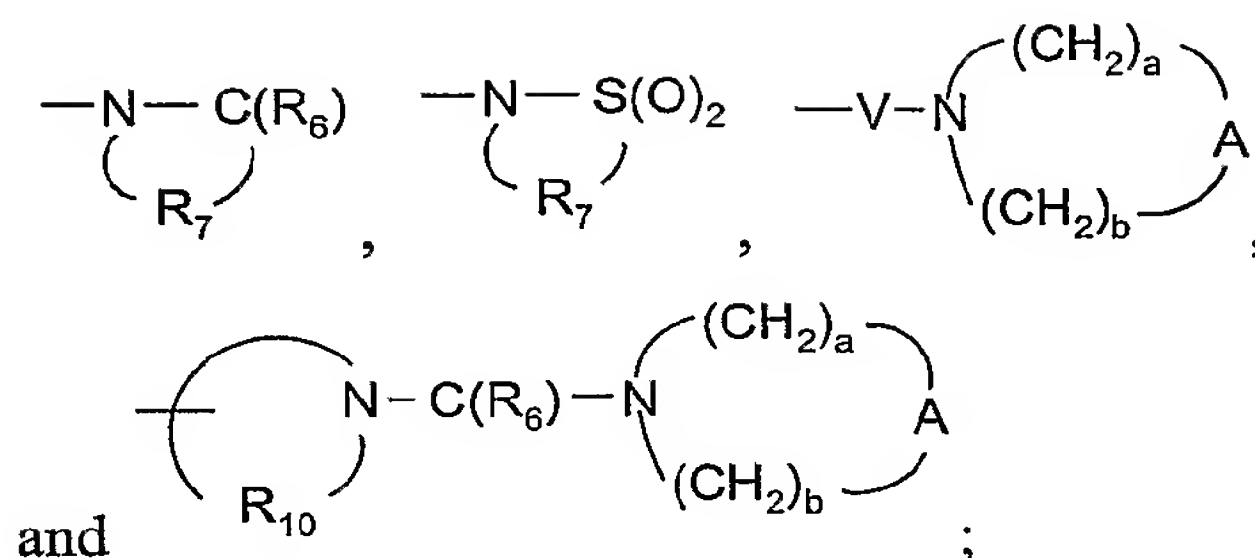


10

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

20

R<sub>5</sub> is selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

5 each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

10 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

15 Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

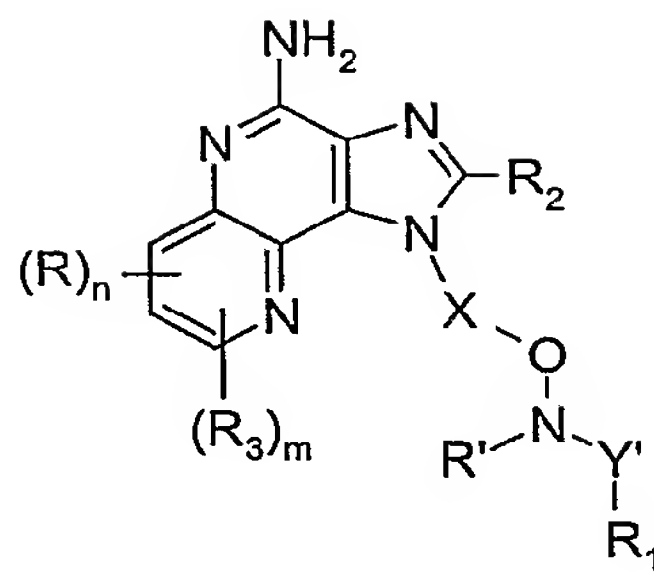
V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

20 a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7; and

n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

25 In one embodiment, the present invention provides a compound of Formula VIII:



VIII

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 5 -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally  
 interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

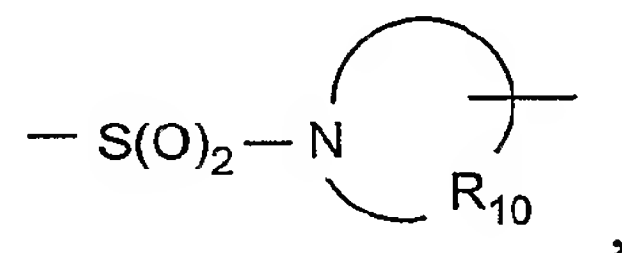
-C(O)-,

10

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

15

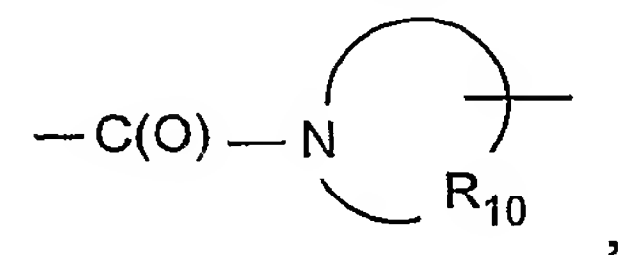
-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



20

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

each R is independently selected from the group consisting of:

halogen,

5 hydroxyl,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

10 alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

alkyl,

15 alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

20 heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,

heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents

selected from the group consisting of:

25 hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

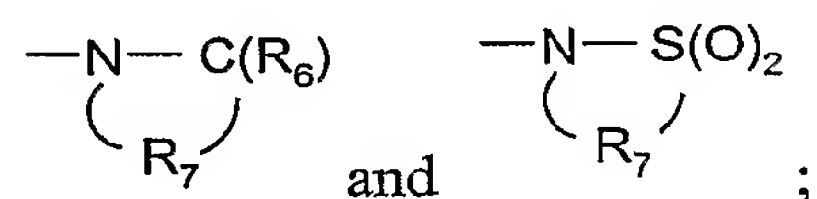
alkoxy,

30 dialkylamino,



5                   -S(O)<sub>0-2</sub>-alkyl,  
                   -S(O)<sub>0-2</sub>-aryl,  
                   -NH-S(O)<sub>2</sub>-alkyl,  
                   -NH-S(O)<sub>2</sub>-aryl,  
                   haloalkoxy,  
                   halogen,  
                   nitrile,  
                   nitro,  
                   aryl,  
 10                  heteroaryl,  
                   heterocyclyl,  
                   aryloxy,  
                   arylalkyleneoxy,  
                   -C(O)-O-alkyl,  
 15                  -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
                   -N(R<sub>8</sub>)-C(O)-alkyl,  
                   -O-C(O)-alkyl, and  
                   -C(O)-alkyl;

20                  or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are  
                   bonded can join to form a ring selected from the group consisting of:



R<sub>2</sub> is selected from the group consisting of:

25                  -R<sub>4</sub>,  
                   -X'-R<sub>4</sub>,  
                   -X'-Y-R<sub>4</sub>, and  
                   -X'-R<sub>5</sub>;

R<sub>3</sub> is selected from the group consisting of:

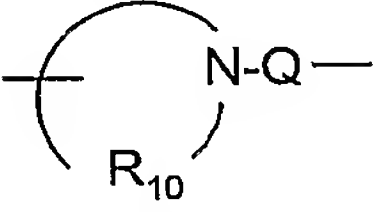
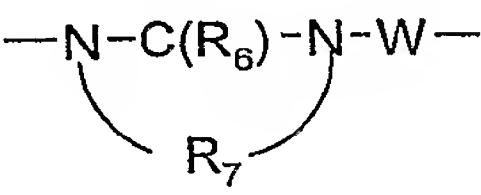
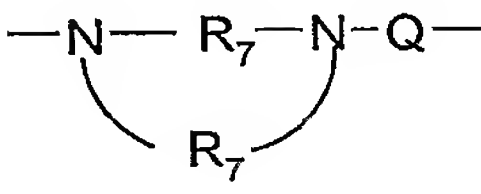
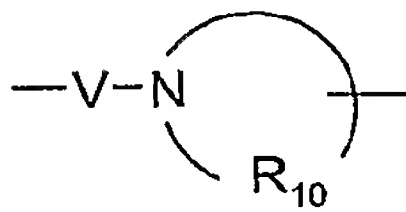
-Z-R<sub>4</sub>,

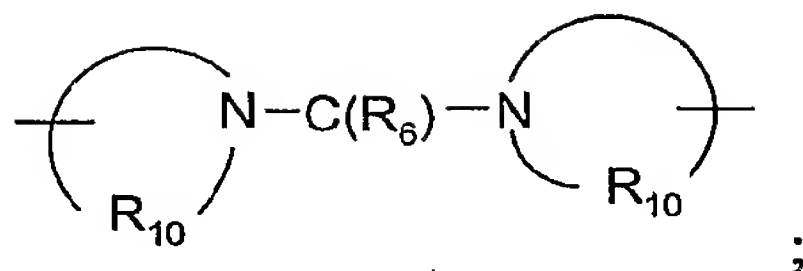
-Z-X'-R<sub>4</sub>,  
 -Z-X'-Y-R<sub>4</sub>, and  
 -Z-X'-R<sub>5</sub>;

each X' is independently selected from the group consisting of alkylene,  
 5 alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the  
 alkylene, alkenylene, and alkynylene groups can be optionally interrupted or  
 terminated with arylene, heteroarylene, or heterocyclylene, and optionally  
 interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

10 -S(O)<sub>0-2</sub>-,  
 -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-,  
 -C(R<sub>6</sub>)-O-,  
 -O-C(R<sub>6</sub>)-,  
 15 -O-C(O)-O-,  
 -N(R<sub>8</sub>)-Q-,  
 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,

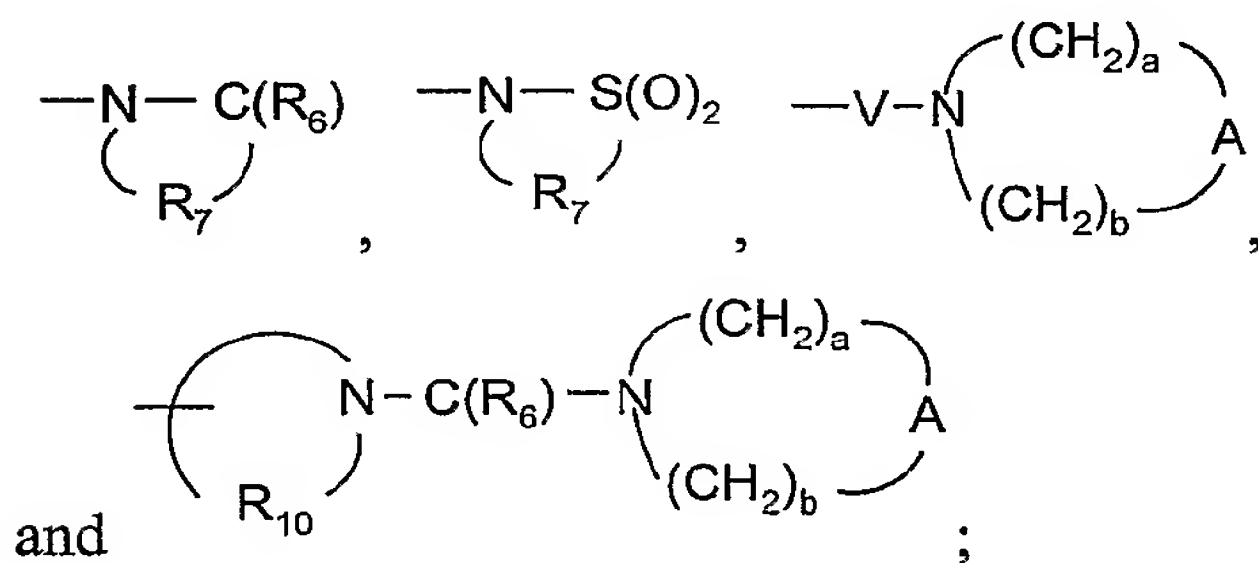
20 ,  
,  
,  
, and



Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each R<sub>5</sub> is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

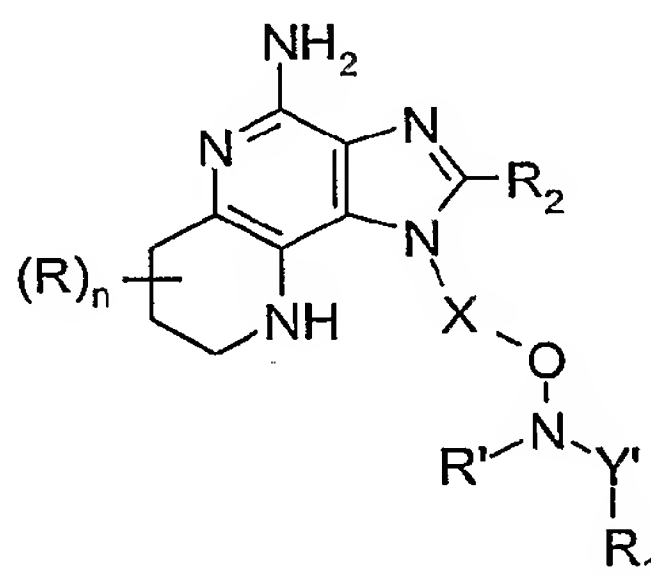
a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

n is an integer from 0 to 3; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

In one embodiment, the present invention provides a compound of Formula IX:



IX

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and

-CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

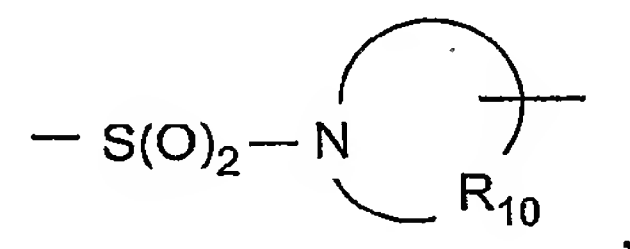
5

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



10

-C(O)-O-,

-C(O)-N(R<sub>8</sub>)-,

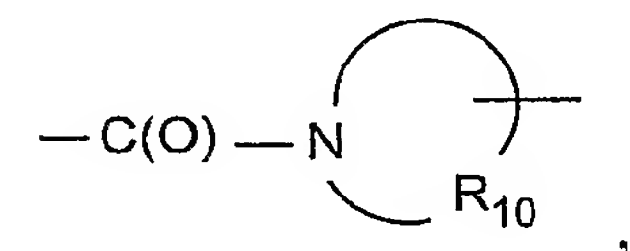
-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

15

-C(S)-N(R<sub>8</sub>)-C(O)-,



-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

20

each R is independently selected from the group consisting of:

halogen,

hydroxyl,

alkyl,

alkenyl,

25

haloalkyl,

alkoxy,

alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

5

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

10

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,

heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents

15

selected from the group consisting of:

hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

20

alkoxy,

dialkylamino,

-S(O)<sub>0-2</sub>-alkyl,

-S(O)<sub>0-2</sub>-aryl,

-NH-S(O)<sub>2</sub>-alkyl,

25

-NH-S(O)<sub>2</sub>-aryl,

haloalkoxy,

halogen,

nitrile,

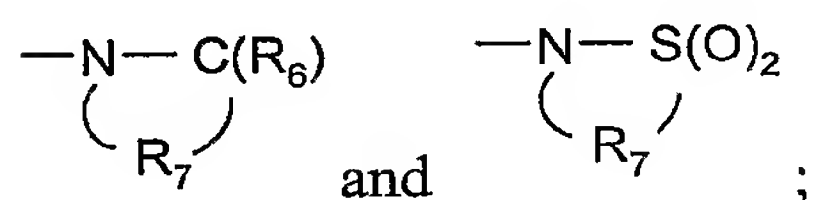
nitro,

30

aryl,

heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

10                    or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_2$  is selected from the group consisting of:

15                -R<sub>4</sub>,  
                    -X'-R<sub>4</sub>,  
                    -X'-Y-R<sub>4</sub>, and  
                    -X'-R<sub>5</sub>;

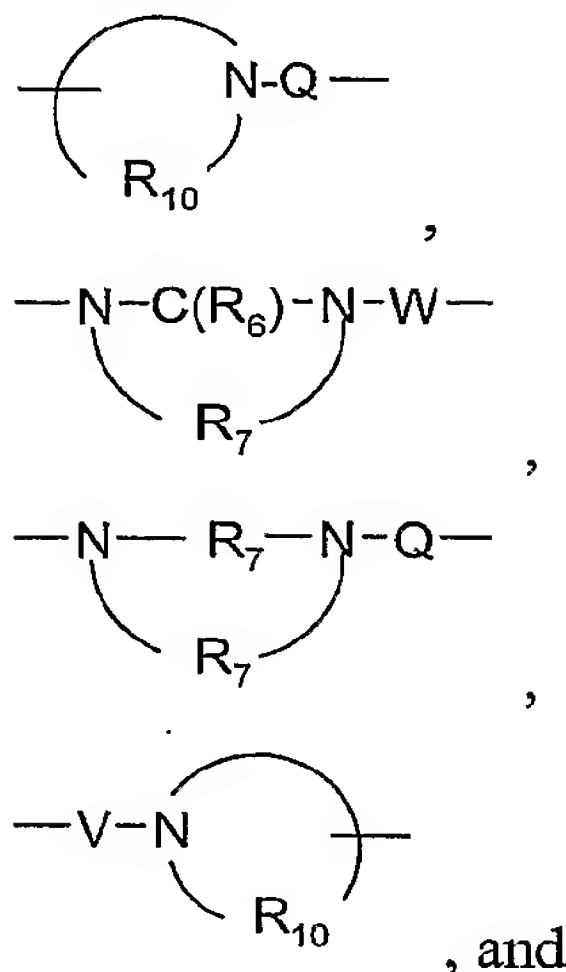
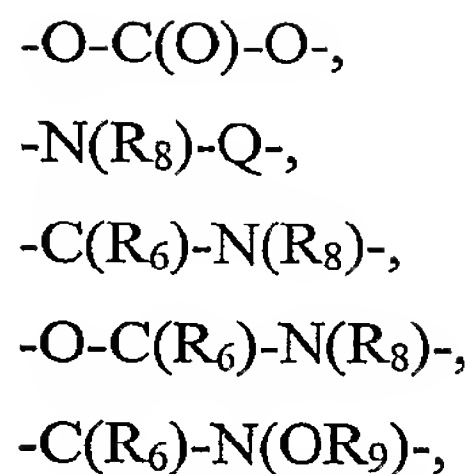
X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

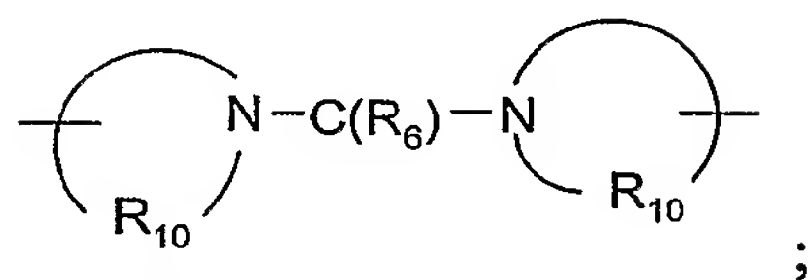
25

-S(O)<sub>0-2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-,  
-C(R<sub>6</sub>)-O-,  
-O-C(R<sub>6</sub>)-,

5



10



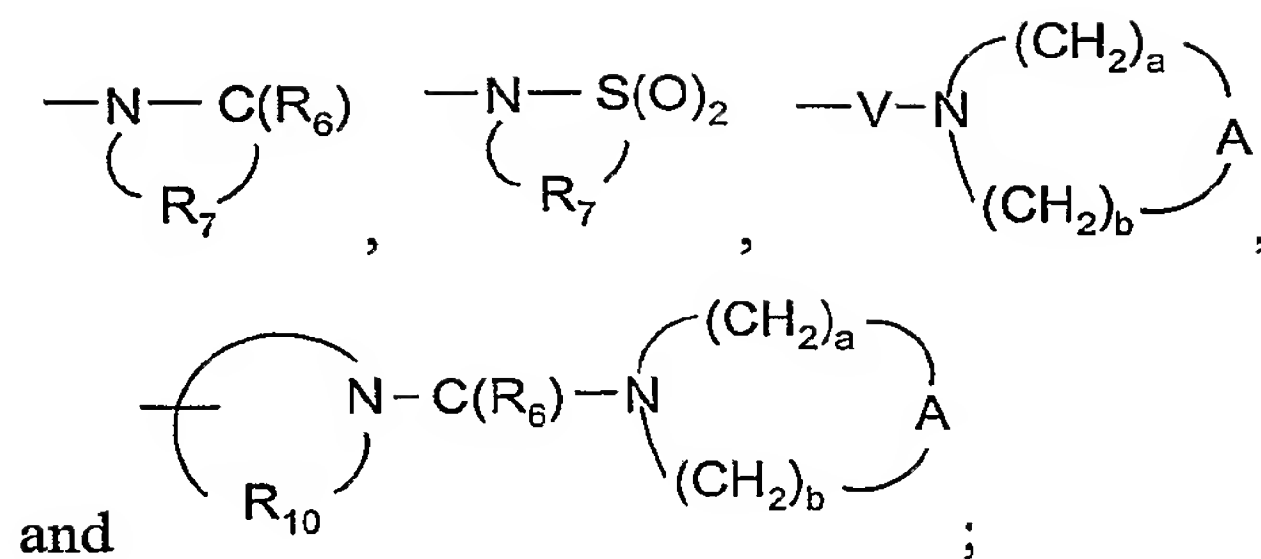
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20

$\text{R}_4$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$\text{R}_5$  is selected from the group consisting of:





each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

5 each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

10 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

15 Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

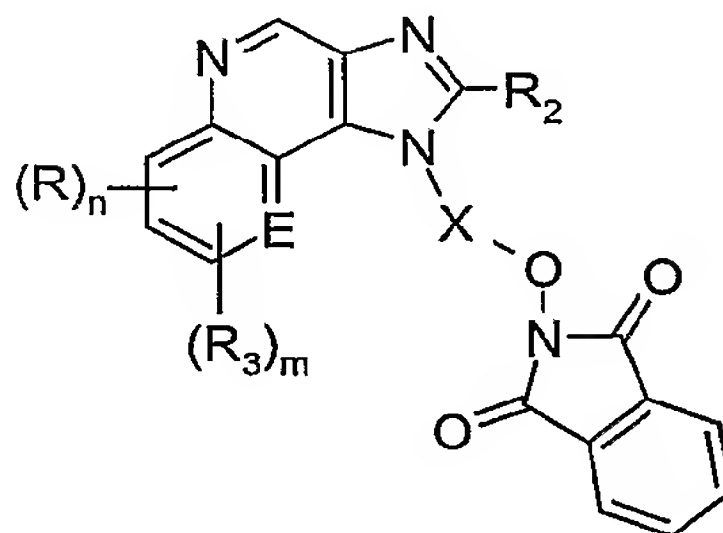
20 a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7; and

n is an integer from 0 to 3;

or a pharmaceutically acceptable salt thereof.

In one embodiment, the present invention provides a compound of Formula

X:



X

5 wherein:

E is selected from the group consisting of CH, CR, CR<sub>3</sub>, and N, with the proviso that when E is CR<sub>3</sub>, m is 0, and n is 0 or 1, and with the further proviso that when E is CR and m is 1, n is 0;

10 X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

each R is independently selected from the group consisting of:

15 halogen,  
hydroxyl,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
20 -N(R<sub>9</sub>)<sub>2</sub>;

R<sub>2</sub> is selected from the group consisting of:

25 -R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>;

$R_3$  is selected from the group consisting of:

-Z- $R_4$ ,  
 -Z- $X'$ - $R_4$ ,  
 -Z- $X'$ -Y- $R_4$ , and  
 -Z- $X'$ - $R_5$ ;

5

each  $X'$  is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally

10

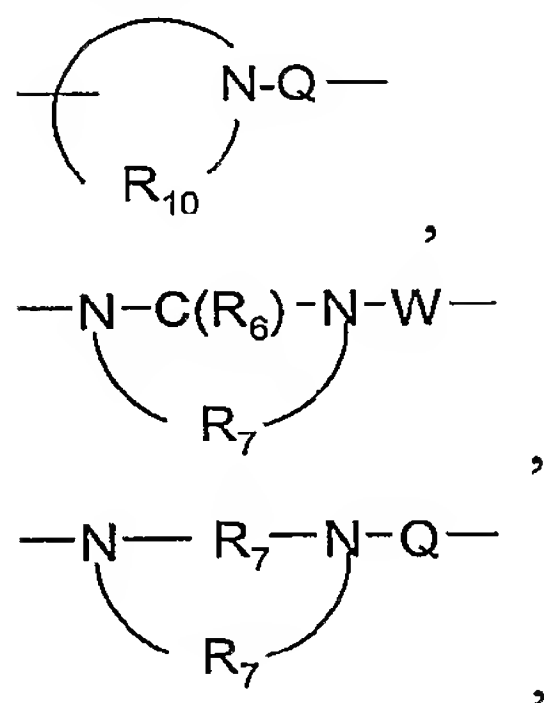
interrupted by one or more -O- groups;

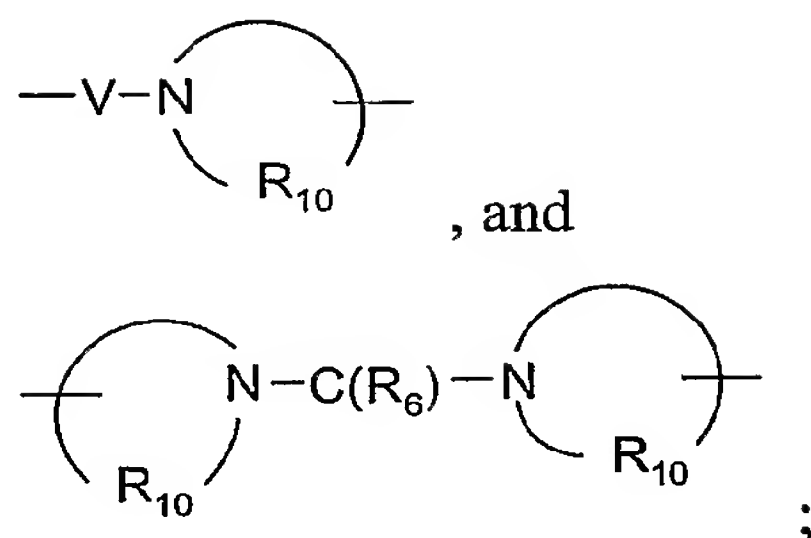
each Y is independently selected from the group consisting of:

-S(O)<sub>0-2</sub>-,  
 -S(O)<sub>2</sub>-N( $R_8$ )-,  
 -C( $R_6$ )-,  
 -C( $R_6$ )-O-,  
 -O-C( $R_6$ )-,  
 -O-C(O)-O-,  
 -N( $R_8$ )-Q-,  
 -C( $R_6$ )-N( $R_8$ )-,  
 -O-C( $R_6$ )-N( $R_8$ )-,  
 -C( $R_6$ )-N(OR<sub>9</sub>)-,

15

20

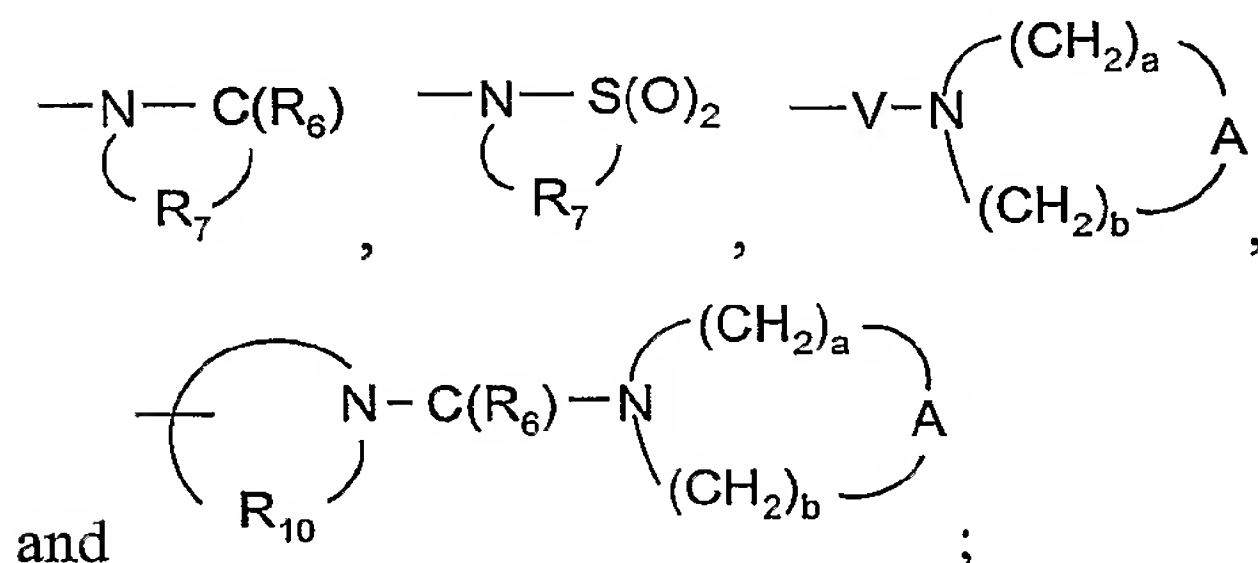




Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen,  
 5 alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl,  
 heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and  
 heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl,  
 aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl,  
 heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be  
 10 unsubstituted or substituted by one or more substituents independently selected from  
 the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen,  
 nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl,  
 heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino,  
 dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl,  
 15 and heterocyclyl, oxo;

each R<sub>5</sub> is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

20 each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen,  
 C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each  $R_9$  is independently selected from the group consisting of hydrogen and alkyl;

$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

5 each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N( $R_4$ )-

10 each Q is independently selected from the group consisting of a bond, -C( $R_6$ )-, -C( $R_6$ )-C( $R_6$ )-, -S(O)<sub>2</sub>-, -C( $R_6$ )-N( $R_8$ )-W-, -S(O)<sub>2</sub>-N( $R_8$ )-, -C( $R_6$ )-O-, and -C( $R_6$ )-N(OR<sub>9</sub>)-

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>;

each V is independently selected from the group consisting of -C( $R_6$ )-, -O-C( $R_6$ )-, -N( $R_8$ )-C( $R_6$ )-, and -S(O)<sub>2</sub>;

15 a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

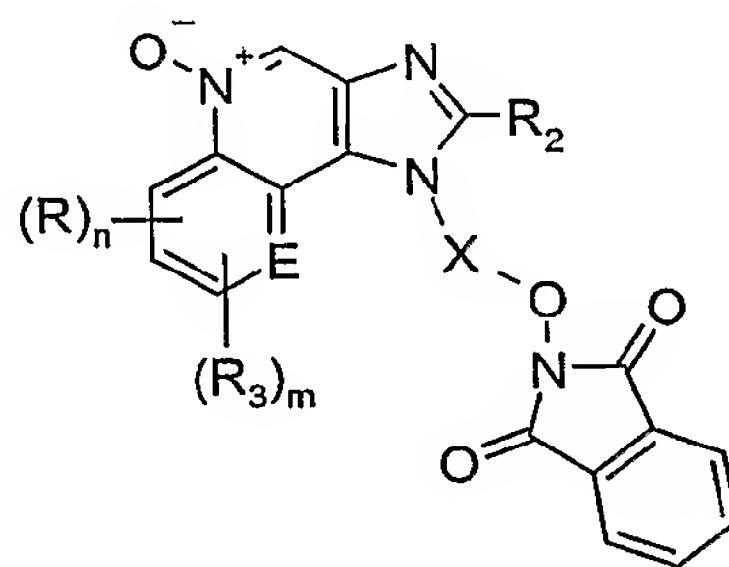
n is an integer from 0 to 3; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

20

In one embodiment, the present invention provides a compound of Formula XI:



XI

wherein:

E is selected from the group consisting of CH, CR, CR<sub>3</sub>, and N, with the proviso that when E is CR<sub>3</sub>, m is 0, and n is 0 or 1, and with the further proviso that when E is CR and m is 1, n is 0;

5 X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

each R is independently selected from the group consisting of:

10 halogen,  
hydroxyl,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
15 alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>2</sub> is selected from the group consisting of:

20 -R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>;

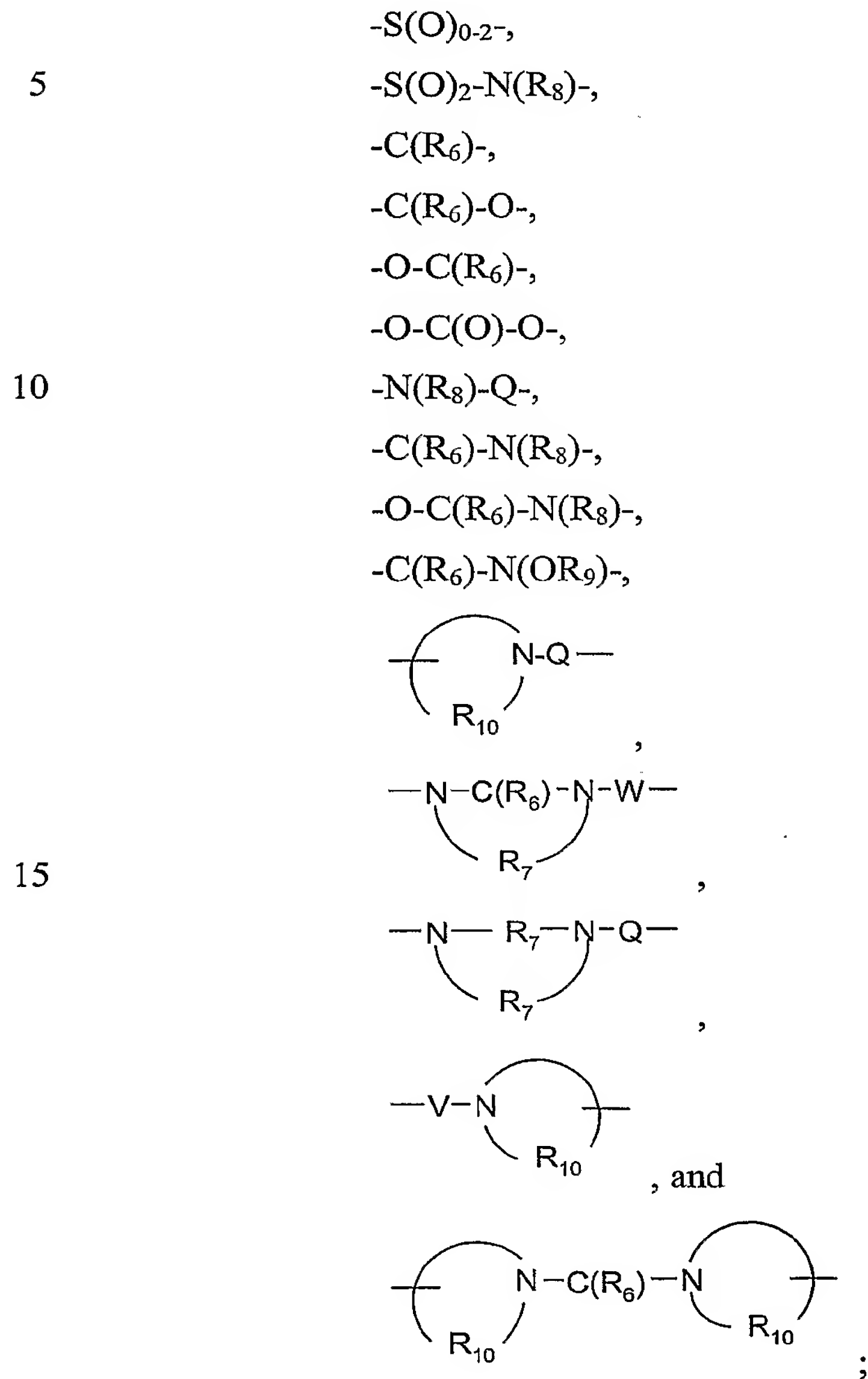
R<sub>3</sub> is selected from the group consisting of:

25 -Z-R<sub>4</sub>,  
-Z-X'-R<sub>4</sub>,  
-Z-X'-Y-R<sub>4</sub>, and  
-Z-X'-R<sub>5</sub>;

each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or

terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

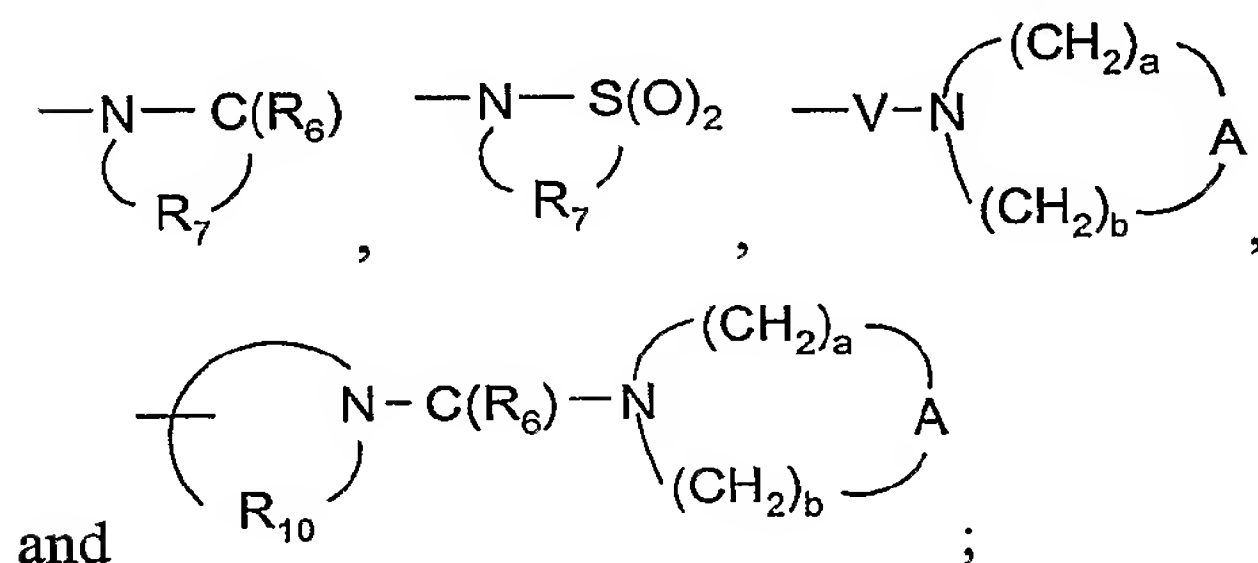


Z is a bond or -O-;

20 each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and

heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

10 each  $R_5$  is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

15            each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

20 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond,  
 25 -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and  
 -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;



each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

5 a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

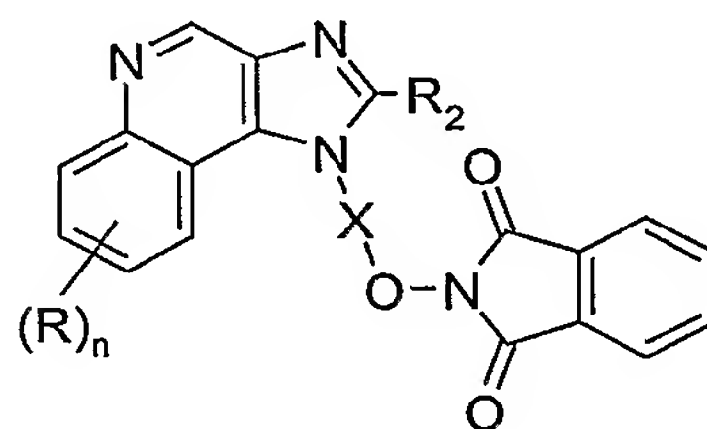
n is an integer from 0 to 3; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

10

In one embodiment, the present invention provides a compound of Formula XII:



XII

15 wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-;

each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl;

20 R<sub>2</sub> is selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

25 heteroaryl,

heterocyclyl,

alkylene-Y"-alkyl,  
alkylene-Y"-alkenyl,  
alkylene-Y"-aryl, and  
alkyl or alkenyl substituted by one or more substituents selected from

5 the group consisting of:

hydroxyl,  
halogen,  
-N(R<sub>8a</sub>)<sub>2</sub>,  
-C(O)-C<sub>1-10</sub> alkyl,  
10 -C(O)-O-C<sub>1-10</sub> alkyl,  
-N<sub>3</sub>,  
aryl,  
heteroaryl,  
heterocyclyl,  
15 -C(O)-aryl, and  
-C(O)-heteroaryl;

Y" is -O- or -S(O)<sub>0-2</sub>-;

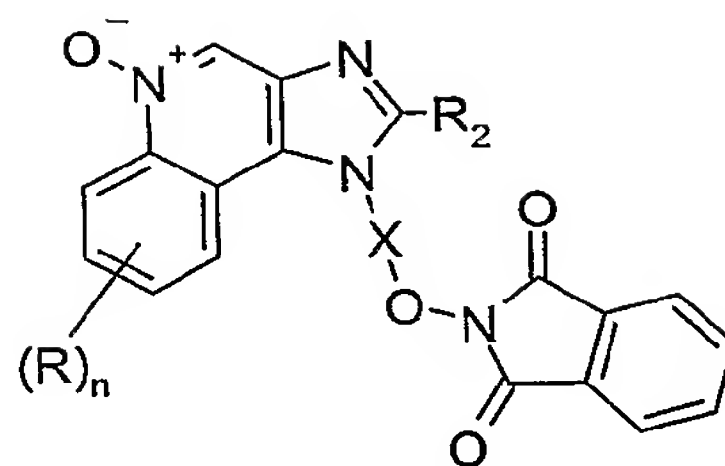
each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

20 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
be optionally interrupted by one or more -O- groups; and

n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

25 In one embodiment, the present invention provides a compound of Formula  
XIII:



XIII

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 5 -CH(R<sub>9a</sub>)-alkenylene-;

each R is independently selected from the group consisting of alkyl, alkoxy,  
 halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
 10 alkyl,  
 alkenyl,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 15 alkylene-Y''-alkyl,  
 alkylene-Y''-alkenyl,  
 alkylene-Y''-aryl, and  
 alkyl or alkenyl substituted by one or more substituents selected from

the group consisting of:

hydroxyl,  
 20 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 25 -N<sub>3</sub>,  
 aryl,

heteroaryl,  
 heterocyclyl,  
 -C(O)-aryl, and  
 -C(O)-heteroaryl;

5 Y" is -O- or -S(O)<sub>0-2</sub>;

each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
 C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

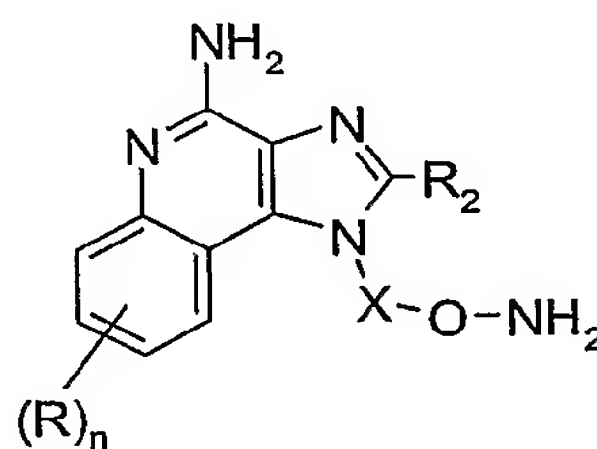
R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
 be optionally interrupted by one or more -O- groups; and

10 n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

In one embodiment, the present invention provides a compound of Formula  
 XIV:

15



XIV

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 20 -CH(R<sub>9a</sub>)-alkenylene-;

each R is independently selected from the group consisting of alkyl, alkoxy,  
 halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
 25 alkyl,  
 alkenyl,

- aryl,  
 heteroaryl,  
 heterocyclyl,  
 alkylene-Y"-alkyl,  
 5 alkylene-Y"-alkenyl,  
 alkylene-Y"-aryl, and  
 alkyl or alkenyl substituted by one or more substituents selected from  
 the group consisting of:  
 hydroxyl,  
 10 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 -N<sub>3</sub>,  
 15 aryl,  
 heteroaryl,  
 heterocyclyl,  
 -C(O)-aryl, and  
 -C(O)-heteroaryl,  
 20 Y" is -O- or -S(O)<sub>0-2</sub>;  
 each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
 C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;  
 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
 be optionally interrupted by one or more -O- groups; and  
 25 n is an integer from 0 to 4;  
 or a pharmaceutically acceptable salt thereof.

For any of the compounds presented herein, each one of the following  
 variables (e.g., R, R', R'', R''', R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, m, n, A, and so on) in any of its  
 30 embodiments can be combined with any one or more of the other variables in any of

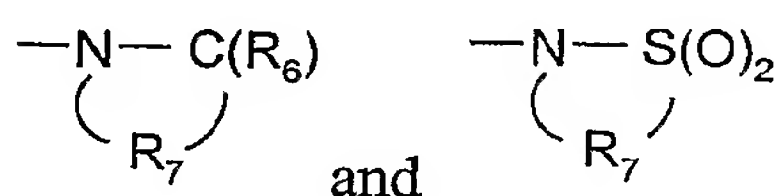
their embodiments as would be understood by one of skill in the art. Each of the resulting combinations of variables is an embodiment of the present invention.

For certain embodiments, each of R, R", and R''' is independently a non-interfering substituent. For certain embodiments, each R and R" is independently selected from the group consisting of hydrogen and non-interfering substituents. Herein, "non-interfering" means that the immunomodulator activity of the compound is not destroyed.

For certain embodiments, each R is independently selected from the group consisting of: halogen, hydroxyl, alkyl, alkenyl, haloalkyl, alkoxy, alkylthio, and  
10 -N(R<sub>9</sub>)<sub>2</sub>. For certain embodiments, each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl.

For certain embodiments, R<sub>1</sub> and R' are independently selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclylalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxyl, alkyl, haloalkyl, hydroxyalkyl, alkoxy, dialkylamino, -S(O)<sub>0-2</sub>-alkyl, -S(O)<sub>0-2</sub>-aryl, -NH-S(O)<sub>2</sub>-alkyl, -NH-S(O)<sub>2</sub>-aryl, haloalkoxy, halogen, nitrile, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy, -C(O)-O-alkyl, -C(O)-N(R<sub>8</sub>)<sub>2</sub>, -N(R<sub>8</sub>)-C(O)-alkyl, -O-C(O)-alkyl, and -C(O)-alkyl.

For certain embodiments,  $R_1$  and  $R'$  join together to form a ring system. The size and components of the ring system are not limiting as long as they do not destroy the immunomodulator activity of the compound (i.e., they are non-interfering). For certain embodiments, preferably,  $R_1$  and  $R'$  together with the nitrogen atom and  $Y'$  to which they are bonded can join to form a ring selected from the group consisting of:



For certain embodiments, R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl. For certain embodiments, R' is hydrogen.

For certain embodiments, R<sub>1</sub> is selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, alkylene-aryl, alkylene-heteroaryl, alkylene-heterocyclyl, heteroaryl, heterocyclyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroarylalkylenyl, heterocyclylalkylenyl, heteroaryl or heterocyclyl, substituted by one or more substituents selected from the group consisting of: hydroxyl, alkyl, haloalkyl, hydroxyalkyl, -O-alkyl, -S(O)<sub>0-2</sub>-alkyl, -S(O)<sub>0-2</sub>-aryl, -O-haloalkyl, halogen, nitrile, nitro, aryl, heteroaryl, heterocyclyl, -O-aryl, -O-alkylene-aryl, -C(O)-O-alkyl, -C(O)-N(R<sub>8a</sub>)<sub>2</sub>, -N(R<sub>8a</sub>)-C(O)-alkyl, -O-C(O)-alkyl, and -C(O)-alkyl.

For certain embodiments, R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

For certain embodiments, R<sub>1</sub> is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

For certain embodiments R<sub>1</sub> is hydrogen. For certain embodiments, R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl. For certain embodiments, R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.

For certain embodiments R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl, and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl. For such embodiments, preferably, Y' is a bond.

For certain embodiments, R' and R<sub>1</sub> are each hydrogen. For such embodiments, preferably, Y' is a bond.

For certain embodiments, when Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-, R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen,

-O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl. For such embodiments, preferably,  $R_1$  is selected from the group consisting of  $C_{1-6}$  alkyl and pyridyl.

For certain embodiments,  $R''$  is hydrogen or a non-interfering substituent.

5 For certain embodiments,  $R''$  is selected from the group consisting of:

- $R_4$ , - $X'-R_4$ , - $X'-Y-R_4$ , and - $X'-R_5$ . For certain embodiments,  $R''$  is hydrogen, alkoxyalkylenyl, - $R_4$ , - $X'-R_4$ , or - $X'-Y-R_4$ . For certain of these embodiments, preferably,  $X'$  is  $C_{1-2}$  alkylene;  $Y$  is -S(O)<sub>0-2</sub>-, -S(O)<sub>2</sub>-N( $R_8$ )-, -C( $R_6$ )-, -C( $R_6$ )-O-, -O-C( $R_6$ )-, -O-C(O)-O-, -N( $R_8$ )-Q-, -C( $R_6$ )-N( $R_8$ )-, -O-C( $R_6$ )-N( $R_8$ )-, or  
10 -C( $R_6$ )-N(OR<sub>9</sub>)-; and  $R_4$  is alkyl.

For certain embodiments,  $R''$  is selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, heteroaryl, heterocyclyl, alkylene- $Y''$ -alkyl, alkylene- $Y''$ -alkenyl, alkylene- $Y''$ -aryl, and alkyl or alkenyl substituted by one or more substituents selected from the group consisting of: hydroxyl, halogen,  
15 -N( $R_{8a}$ )<sub>2</sub>, -C(O)- $C_{1-10}$  alkyl, -C(O)-O- $C_{1-10}$  alkyl, -N<sub>3</sub>, aryl, heteroaryl, heterocyclyl, -C(O)-aryl, and -C(O)-heteroaryl. For these embodiments,  $Y''$  is -O- or -S(O)<sub>0-2</sub>-.

For certain embodiments,  $R''$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl (i.e., alkylene-O-alkyl). For certain  
20 embodiments,  $R''$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

For certain embodiments,  $R_2$  is selected from the group consisting of: - $R_4$ , - $X'-R_4$ , - $X'-Y-R_4$ , and - $X'-R_5$ . For certain embodiments,  $R_2$  is hydrogen, alkoxyalkylenyl, - $R_4$ , - $X'-R_4$ , or - $X'-Y-R_4$ . For certain of these embodiments,  
25 preferably,  $X'$  is  $C_{1-2}$  alkylene;  $Y$  is -S(O)<sub>0-2</sub>-, -S(O)<sub>2</sub>-N( $R_8$ )-, -C( $R_6$ )-, -C( $R_6$ )-O-, -O-C( $R_6$ )-, -O-C(O)-O-, -N( $R_8$ )-Q-, -C( $R_6$ )-N( $R_8$ )-, -O-C( $R_6$ )-N( $R_8$ )-, or -C( $R_6$ )-N(OR<sub>9</sub>)-; and  $R_4$  is alkyl.

For certain embodiments,  $R_2$  is selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, heteroaryl, heterocyclyl, alkylene- $Y''$ -alkyl,



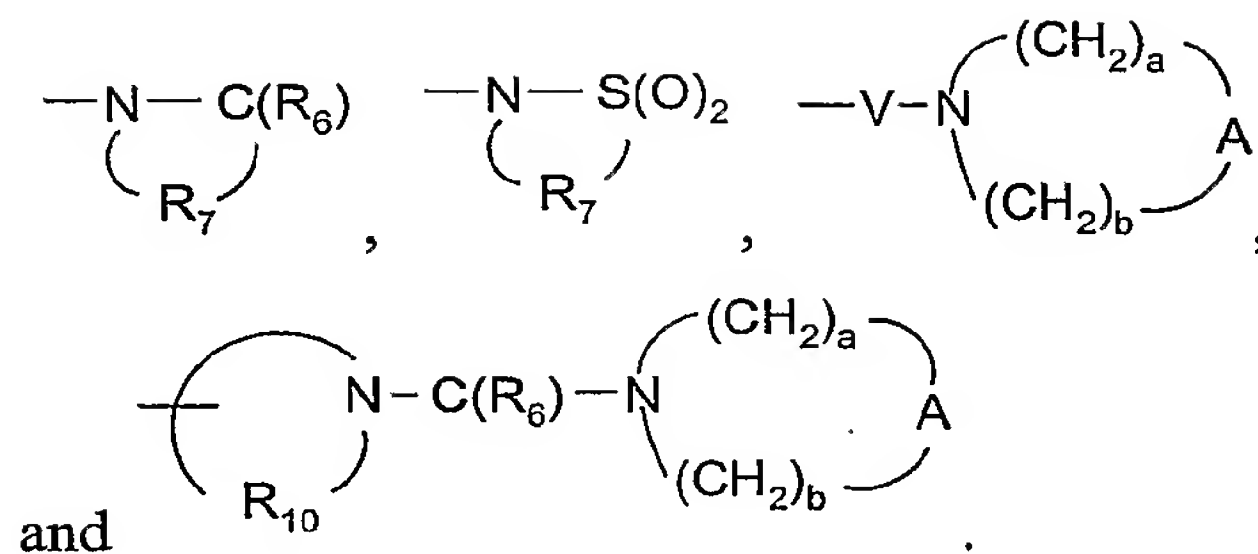
alkylene-Y"-alkenyl, alkylene-Y"-aryl, and alkyl or alkenyl substituted by one or more substituents selected from the group consisting of: hydroxyl, halogen, -N(R<sub>8a</sub>)<sub>2</sub>, -C(O)-C<sub>1-10</sub> alkyl, -C(O)-O-C<sub>1-10</sub> alkyl, -N<sub>3</sub>, aryl, heteroaryl, heterocyclyl, -C(O)-aryl, and -C(O)-heteroaryl. For these embodiments, Y" is -O- or -S(O)<sub>0-2</sub>-.

5 For certain embodiments, R<sub>2</sub> is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl (i.e., alkylene-O-alkyl). For certain embodiments, R<sub>2</sub> is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

10 For certain embodiments, R<sub>3</sub> is selected from the group consisting of: -Z-R<sub>4</sub>, -Z-X'-R<sub>4</sub>, -Z-X'-Y-R<sub>4</sub>, and -Z-X'-R<sub>5</sub>. For certain embodiments, R<sub>3</sub> is phenyl, pyridin-3-yl, pyridin-4-yl, 5-(hydroxymethyl)pyridin-3-yl, 2-ethoxyphenyl, 3-(morpholine-4-carbonyl)phenyl, or 3-(*N,N*-dimethylaminocarbonyl)phenyl. For certain of these embodiments, m is 1.

15 For certain embodiments, each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl  
20 groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of  
25 alkyl, alkenyl, alkynyl, and heterocyclyl, oxo. For certain embodiments, R<sub>4</sub> is alkyl.

For certain embodiments, each R<sub>5</sub> is independently selected from the group consisting of:



For certain embodiments, each  $R_6$  is independently selected from the group consisting of =O and =S.

5 For certain embodiments, each  $R_7$  is independently  $C_{2-7}$  alkylene.

For certain embodiments, each  $R_8$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy- $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl.

10 For certain embodiments, each  $R_{8a}$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl, and  $C_{2-10}$  alkenyl.

For certain embodiments, each  $R_9$  is independently selected from the group consisting of hydrogen and alkyl.

For certain embodiments,  $R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups.

15 For certain embodiments, each  $R_{10}$  is independently  $C_{3-8}$  alkylene.

For certain embodiments,  $R_A$  and  $R_B$  are each independently selected from the group consisting of: hydrogen, halogen, alkyl, alkenyl, alkoxy, alkylthio, and -N( $R_9$ )<sub>2</sub>; or when taken together,  $R_A$  and  $R_B$  form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein  
 20 the aryl or heteroaryl ring is unsubstituted or substituted by one or more  $R'''$  groups; or when taken together,  $R_A$  and  $R_B$  form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups.

25 For certain embodiments,  $R_A$  and  $R_B$  are each independently selected from the group consisting of: hydrogen, halogen, alkyl, alkenyl, alkoxy, alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>; or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R<sub>3</sub> group, or substituted by one R<sub>3</sub> group and one R group; or  
 5 when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups. In certain of these embodiments the fused aryl ring is a benzene ring. In certain of these embodiments the heteroaryl ring is a pyridine ring. In certain of these embodiments the saturated  
 10 ring is a cyclohexane ring. In certain of these embodiments the saturated ring is a piperidine ring.

For certain embodiments, R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one N, wherein the aryl ring or heteroaryl ring is unsubstituted. In certain of these embodiments the fused aryl ring is a benzene ring. In certain of  
 15 these embodiments the heteroaryl ring is a pyridine ring. For certain embodiments, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one N, wherein the saturated ring is unsubstituted. In certain of these embodiments the saturated ring is a cyclohexane ring. In certain of these embodiments the saturated ring is a piperidine ring.

20 For certain embodiments, R<sub>A1</sub> and R<sub>B1</sub> are each independently selected from the group consisting of: hydrogen, halogen, alkyl, alkenyl, alkoxy, alkylthio, and -N(R<sub>9</sub>)<sub>2</sub>. For certain embodiments, R<sub>A1</sub> and R<sub>B1</sub> are each methyl.

For certain embodiments, each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-

25 For certain embodiments, E is selected from the group consisting of CH, CR, CR<sub>3</sub>, and N. In certain embodiments, when E is CR<sub>3</sub>, then m is 0 and n is 0 or 1. In certain embodiments, when E is CR and m is 1, n is 0. Preferably, E is CH or N.

For certain embodiments, each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-. For certain embodiments, Q is a bond or -C(O)-.

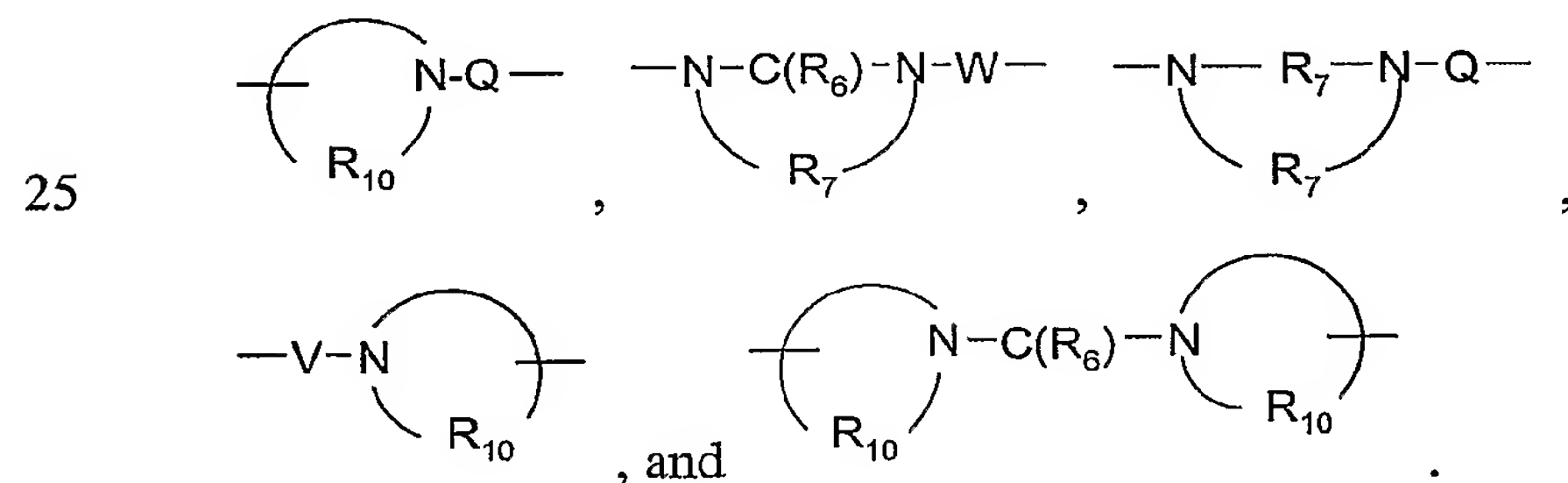
For certain embodiments, each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-.

5 For certain embodiments, each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-.

For certain embodiments, X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups. For certain embodiments, X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-. For certain embodiments, X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups. For certain embodiments, X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-. For certain embodiments, X is -CH(R<sub>9a</sub>)-C<sub>1-10</sub> alkylene- and for other embodiments X is propylene or butylene.

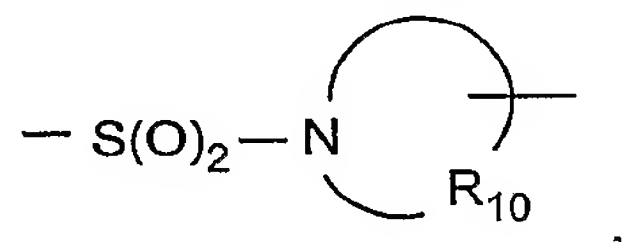
For certain embodiments, each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups. For certain embodiments, each X' is independently C<sub>1-2</sub> alkylene.

For certain embodiments, each Y is independently selected from the group consisting of: -S(O)<sub>0-2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-O-, -O-C(R<sub>6</sub>)-, -O-C(O)-O-, -N(R<sub>8</sub>)-Q-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-, -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,

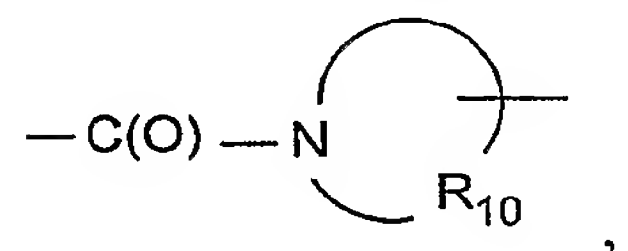


For certain embodiments, each Y is independently  $-S(O)_{0-2}-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-$ ,  $-C(R_6)-O-$ ,  $-O-C(R_6)-$ ,  $-O-C(O)-O-$ ,  $-N(R_8)-Q-$ ,  $-C(R_6)-N(R_8)-$ ,  $-O-C(R_6)-N(R_8)-$ , or  $-C(R_6)-N(OR_9)-$ .

For certain embodiments, Y' is selected from the group consisting of: a  
5 bond,  $-C(O)-$ ,  $-C(S)-$ ,  $-S(O)_2-$ ,  $-S(O)_2-N(R_8)-$ ,



$-C(O)-O-$ ,  $-C(O)-N(R_8)-$ ,  $-C(S)-N(R_8)-$ ,  $-C(O)-N(R_8)-S(O)_2-$ ,  $-C(O)-N(R_8)-C(O)-$ ,  $-C(S)-N(R_8)-C(O)-$ ,



10  $-C(O)-C(O)-$ ,  $-C(O)-C(O)-O-$ , and  $-C(=NH)-N(R_8)-$ .

For certain embodiments, Y' is selected from the group consisting of: a bond,  $-C(O)-$ ,  $-C(S)-$ ,  $-S(O)_2-$ ,  $-S(O)_2-N(R_{8a})-$ ,  $-C(O)-O-$ ,  $-C(O)-N(R_{8a})-$ ,  $-C(S)-N(R_{8a})-$ ,  $-C(O)-N(R_{8a})-S(O)_2-$ ,  $-C(O)-N(R_{8a})-C(O)-$ ,  $-C(S)-N(R_{8a})-C(O)-$ , and  $-C(O)-C(O)-O-$ .

15 For certain embodiments, Y' is  $-C(O)-$ ,  $-S(O)_2-$ , or  $-C(O)-N(R_{8a})-$ . For certain embodiments, Y' is a bond.

For certain embodiments, Y'' is  $-O-$  or  $-S(O)_{0-2}-$ .

For certain embodiments, Z is a bond or  $-O-$ . Preferably, Z is a bond.

For certain embodiments, n is an integer from 0 to 4. For certain  
20 embodiments, n is an integer from 0 to 3. For certain embodiments, n is 0 or 1. For certain embodiments, n is 0.

For certain embodiments, m is 0 or 1. For certain embodiments, m is 1.

For certain embodiments, when m is 1, n is 0 or 1.

For certain embodiments, when m is 0, n is 0 or 1.

25 For certain embodiments, m and n are each 0.

For certain embodiments, a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ .

As used herein, the terms "alkyl", "alkenyl", "alkynyl" and the prefix "alk-" are inclusive of both straight chain and branched chain groups and of cyclic groups, i.e. cycloalkyl and cycloalkenyl. Unless otherwise specified, these groups contain from 1 to 20 carbon atoms, with alkenyl groups containing from 2 to 20 carbon atoms, and alkynyl groups containing from 2 to 20 carbon atoms. In some embodiments, these groups have a total of up to 10 carbon atoms, up to 8 carbon atoms, up to 6 carbon atoms, or up to 4 carbon atoms. Cyclic groups can be monocyclic or polycyclic and preferably have from 3 to 10 ring carbon atoms. Exemplary cyclic groups include cyclopropyl, cyclopropylmethyl, cyclopentyl, cyclohexyl, adamantyl, and substituted and unsubstituted bornyl, norbornyl, and norbornenyl.

Unless otherwise specified, "alkylene," "-alkylene-", "alkenylene", "-alkenylene-", "alkynylene", and "-alkynylene-" are the divalent forms of the "alkyl", "alkenyl", and "alkynyl" groups defined above. The terms "alkylenyl", "alkenylenyl", and "alkynylenyl" are used when "alkylene", "alkenylene", and "alkynylene", respectively, are substituted. For example, an arylalkylenyl group comprises an "alkylene" moiety to which an aryl group is attached.

The term "haloalkyl" is inclusive of alkyl groups that are substituted by one or more halogen atoms, including perfluorinated groups. This is also true of other groups that include the prefix "halo-". Examples of suitable haloalkyl groups are chloromethyl, trifluoromethyl, and the like.

The term "aryl" as used herein includes carbocyclic aromatic rings or ring systems. Examples of aryl groups include phenyl, naphthyl, biphenyl, fluorenyl and indenyl.

The term "heteroatom" refers to the atoms O, S, or N.

The term "heteroaryl" includes aromatic rings or ring systems that contain at least one ring heteroatom (e.g., O, S, N). Suitable heteroaryl groups include furyl, thienyl, pyridyl, quinoliny, isoquinoliny, indolyl, isoindolyl, triazolyl, pyrrolyl,



tetrazolyl, imidazolyl, pyrazolyl, oxazolyl, thiazolyl, benzofuranyl,  
benzothiophenyl, carbazolyl, benzoxazolyl, pyrimidinyl, benzimidazolyl,  
quinoxaliny, benzothiazolyl, naphthyridinyl, isoxazolyl, isothiazolyl, purinyl,  
quinazolinyl, pyrazinyl, 1-oxidopyridyl, pyridazinyl, triazinyl, tetrazinyl,  
5 oxadiazolyl, thiadiazolyl, and so on.

The term "heterocyclyl" includes non-aromatic rings or ring systems that  
contain at least one ring heteroatom (e.g., O, S, N) and includes all of the fully  
saturated and partially unsaturated derivatives of the above mentioned heteroaryl  
groups. Exemplary heterocyclic groups include pyrrolidinyl, tetrahydrofuranyl,  
10 morpholinyl, thiomorpholinyl, piperidinyl, piperazinyl, thiazolidinyl,  
imidazolidinyl, isothiazolidinyl, tetrahydropyranyl, quinuclidinyl, homopiperidinyl,  
homopiperazinyl, and the like.

The terms "arylene", "heteroarylene", and "heterocyclylene" are the divalent  
forms of the "aryl", "heteroaryl", and "heterocyclyl" groups defined above. The  
15 terms "arylenyl," "heteroarylenyl," and "heterocyclenyl" are used when "arylene",  
"heteroarylene", and "heterocyclylene", respectively, are substituted. For example,  
an alkylarylenyl group comprises an arylene moiety to which an alkyl group is  
attached.

When a group (or substituent or variable) is present more than once in any  
20 Formula described herein, each group (or substituent or variable) is independently  
selected, whether explicitly stated or not. For example, for the formula  $-N(R_9)_2$  each  
 $R_9$  group is independently selected. In another example, when an  $R_2$  and an  $R_3$   
group both contain an  $R_4$  group, each  $R_4$  group is independently selected. In a  
further example, when more than one Y group is present (i.e.,  $R_2$  and  $R_3$  both  
25 contain a Y group) and each Y group contains one or more  $R_8$  groups, then each Y  
group is independently selected, and each  $R_8$  group is independently selected.

The invention is inclusive of the compounds described herein and salts  
thereof in any of their pharmaceutically acceptable forms, including isomers such as  
diastereomers and enantiomers, solvates, polymorphs, and the like. In particular, if

a compound is optically active, the invention specifically includes each of the compound's enantiomers as well as racemic mixtures of the enantiomers.

#### Preparation of the Compounds

5           Compounds of the invention can be prepared according to Reaction Scheme I where R, R<sub>1</sub>, R<sub>2</sub>, m, Y' and X are as defined above; R'<sub>a</sub> is a subset of R' that does not include substituted or unsubstituted aryl or heteroaryl groups; E' is carbon (imidazoquinoline ring) or nitrogen (imidazonaphthyridine ring); n is an integer from 0 to 4 (imidazoquinoline ring) or 0 to 3 (imidazonaphthyridine ring) with the  
10           proviso that when m is 1, n is 0 or 1; and D is -Br, -I, or -OCH<sub>2</sub>Ph; wherein Ph is phenyl. In step (1) of Reaction Scheme I, an aniline or aminopyridine of Formula XV is treated with the condensation product generated from 2,2-dimethyl-1,3-dioxane-4,6-dione (Meldrum's acid) and triethyl orthoformate to provide an imine of Formula XVI. The reaction is conveniently carried out by adding a solution of an  
15           aniline or aminopyridine of Formula XV to a heated mixture of Meldrum's acid and triethyl orthoformate and heating the reaction at an elevated temperature. The product can be isolated using conventional methods. Many anilines and aminopyridines of Formula XV are commercially available; others can be prepared by known synthetic methods. For example, benzyloxypyridines of Formula XV can  
20           be prepared using the method of Holladay et al., *Biorg. Med. Chem. Lett.*, 8, pp. 2797-2802, (1998).

          In step (2) of Reaction Scheme I, an imine of Formula XVI undergoes thermolysis and cyclization to provide a compound of Formula XVII. The reaction is conveniently carried out in a medium such as DOWTHERM A heat transfer fluid  
25           at a temperature between 200 and 250 °C. The product can be isolated using conventional methods.

          In step (3) of Reaction Scheme I, a compound of Formula XVII is nitrated under conventional nitration conditions to provide a compound of Formula XVIII. The reaction is conveniently carried out by adding nitric acid to the compound of



Formula XVII in a suitable solvent such as propionic acid and heating the mixture at an elevated temperature. The product can be isolated using conventional methods.

In step (4) of Reaction Scheme I, a 3-nitro[1,5]naphthyridin-4-ol or 3-nitroquinolin-4-ol of Formula XVIII is chlorinated using conventional chlorination chemistry to provide a 4-chloro-3-nitro[1,5]naphthyridine or 4-chloro-3-nitroquinoline of Formula XIX. The reaction is conveniently carried out by treating the compound of Formula XVIII with phosphorous oxychloride in a suitable solvent such as *N,N*-dimethylformamide (DMF). The reaction can be carried out at ambient temperature or at an elevated temperature such as 100 °C, and the product can be isolated using conventional methods.

In step (5) of Reaction Scheme I, a 4-chloro-3-nitro[1,5]naphthyridine or 4-chloro-3-nitroquinoline of Formula XIX is treated with an amine of Formula HO-X-NH<sub>2</sub> to provide a compound of Formula XX. Several amines of Formula HO-X-NH<sub>2</sub> are commercially available; others can be prepared by known synthetic methods. The reaction is conveniently carried out by adding the amine of Formula HO-X-NH<sub>2</sub> to a solution of the 4-chloro-3-nitro[1,5]naphthyridine or 4-chloro-3-nitroquinoline of Formula XIX in a suitable solvent such as dichloromethane in the presence of a tertiary amine such as triethylamine. The reaction can be carried out at ambient temperature or at a sub-ambient temperature such as, for example, 0 °C. The reaction product can be isolated using conventional methods.

In step (6) of Reaction Scheme I, a compound of Formula XX is reduced to provide a diamine of Formula XXI. The reaction can be carried out by hydrogenation using a heterogeneous hydrogenation catalyst such as palladium on carbon or platinum on carbon. The hydrogenation is conveniently carried out in a Parr apparatus in a suitable solvent such as toluene, methanol, acetonitrile, or ethyl acetate. The reaction can be carried out at ambient temperature, and the product can be isolated using conventional methods.

Alternatively, the reduction in step (6) can be carried out using a one- or two-phase sodium dithionite reduction. The reaction is conveniently carried out using the conditions described by Park, K. K.; Oh, C. H.; and Joung, W. K.;

*Tetrahedron Lett.*, 34, pp. 7445-7446 (1993) by adding sodium dithionite to a compound of Formula XX in a mixture of dichloromethane and water at ambient temperature in the presence of potassium carbonate and ethyl viologen dibromide, ethyl viologen diiodide, or 1,1'-di-*n*-octyl-4,4'-bipyridinium dibromide. The product  
5 can be isolated using conventional methods.

In step (7) of Reaction Scheme I, a diamine of Formula XXI, is reacted with a carboxylic acid equivalent to provide a 1*H*-imidazo[4,5-*c*][1,5]naphthyridine or 1*H*-imidazo[4,5-*c*]quinoline of Formula XXII. Suitable carboxylic acid equivalents include orthoesters of Formula  $R_2C(O\text{-alkyl})_3$ , 1,1-dialkoxyalkyl alkanoates of  
10 Formula  $R_2C(O\text{-alkyl})_2(O\text{-C(O)-alkyl})$ , and acid chlorides of Formula  $R_2C(O)Cl$ . The selection of the carboxylic acid equivalent is determined by the desired substituent at  $R_2$ . For example, triethyl orthoformate will provide a compound where  $R_2$  is hydrogen, and trimethyl orthobutyrate will provide a compound where  $R_2$  is a propyl group. Step (7) is conveniently carried out by adding the carboxylic  
15 acid equivalent to a diamine of Formula XXI in a suitable solvent such as toluene or xylenes. Optionally, catalytic pyridine hydrochloride can be added. The reaction is carried out at a temperature high enough to drive off alcohol or water formed during the reaction. Conveniently, a Dean-Stark trap can be used to collect the volatiles. The 1*H*-imidazo[4,5-*c*][1,5]naphthyridine or 1*H*-imidazo[4,5-*c*]quinoline product of  
20 Formula XXII can be isolated and optionally purified using conventional techniques.

Alternatively, step (7) of Reaction Scheme I can be carried out in two steps when an acid chloride of Formula  $R_2C(O)Cl$  is used as the carboxylic acid equivalent. Part (i) of step (7) is conveniently carried out by adding the acid  
25 chloride to a solution of a diamine of Formula XXI in a suitable solvent such as dichloromethane or acetonitrile. Optionally, a tertiary amine such as triethylamine, pyridine, or 4-dimethylaminopyridine can be added. The reaction can be carried out at ambient temperature. The amide product can be isolated and optionally purified using conventional techniques. Part (ii) of step (7) involves heating the amide  
30 prepared in part (i) in the presence of base to provide a 1*H*-imidazo[4,5-

*c*][1,5]naphthyridine or 1*H*-imidazo[4,5-*c*]quinoline of Formula XXII. The reaction is conveniently carried out in a suitable solvent such as ethanol in the presence of a base such as aqueous sodium hydroxide or aqueous potassium carbonate at elevated temperature. The product of Formula XXII can be isolated using conventional methods.

In an alternative route to a compound of Formula XXII, the alcohol group in a compound of Formula XX is first protected with an appropriate protecting group such as an acetyl group. The protection reaction is conveniently carried out by adding acetic anhydride to a solution of a compound of Formula XX in a suitable solvent such as dichloromethane in the presence of a tertiary amine such as triethylamine optionally with 4-dimethylaminopyridine as a catalyst. The reaction is carried out at sub-ambient temperature such as, for example, 0 °C. The reaction product can be isolated using conventional methods and is then subjected to the conditions described in steps (6) and (7) of Reaction Scheme I. If the two-step procedure employing an acid chloride as the carboxylic acid equivalent is used in step (7), the acetyl protecting group is cleaved under the conditions described in part (ii) of step (7) to afford a compound of the Formula XXII. If the carboxylic acid equivalent is introduced using the one-step procedure described in step (7), the acetyl protecting group can be cleaved in a subsequent reaction to afford a compound of the Formula XXII. Cleavage of the acetyl group is conveniently carried out using a base such as potassium carbonate in a suitable solvent such as methanol. The reaction is carried out at ambient temperature and the product of Formula XXII can be isolated using conventional methods.

Several compounds of Formula XXII, wherein *m* and *n* are both 0, are known and have been prepared by other related routes; see for example, U.S. Patent Nos. 4,689,338 (Gerster), 6,194,425 (Gerster et al.), 5,605,899 (Gerster et al.), and 5,175,296 (Gerster).

In step (8) of Reaction Scheme I, a hydroxy-substituted compound of Formula XXII is treated with *N*-hydroxyphthalimide under Mitsunobu reaction conditions to provide an *N*-phthalimide-protected hydroxylamine of Formula XXIII.

The reaction is conveniently carried out by adding triphenylphosphine and *N*-hydroxyphthalimide to a solution of the alcohol of Formula XXII in a suitable solvent such as tetrahydrofuran or DMF and then slowly adding diisopropyl azodicarboxylate. The reaction can be carried out at ambient temperature or at an elevated temperature, such as 60 °C. The product can be isolated using conventional methods.

In step (9) of Reaction Scheme I, an *N*-phthalimide-protected hydroxylamine of Formula XXIII is oxidized to provide a 1*H*-imidazo[4,5-*c*][1,5]naphthyridine-5*N*-oxide or 1*H*-imidazo[4,5-*c*]quinoline-5*N*-oxide of Formula XXIV using a conventional oxidizing agent capable of forming *N*-oxides. The reaction is conveniently carried out by adding 3-chloroperoxybenzoic acid to a solution of a compound of Formula XXIII in a solvent such as chloroform or dichloromethane. The reaction can be carried out at ambient temperature. The product can be isolated using conventional methods.

In step (10) of Reaction Scheme I, a 1*H*-imidazo[4,5-*c*][1,5]naphthyridine-5*N*-oxide or 1*H*-imidazo[4,5-*c*]quinoline-5*N*-oxide of Formula XXIV is aminated to provide a 1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine or 1*H*-imidazo[4,5-*c*]quinolin-4-amine of Formula XXV. Step (10) involves the activation of an *N*-oxide of Formula XXIV by conversion to an ester and then reacting the ester with an aminating agent. Suitable activating agents include alkyl- or arylsulfonyl chlorides such as benzenesulfonyl chloride, methanesulfonyl chloride, or *p*-toluenesulfonyl chloride. Suitable aminating agents include ammonia, in the form of ammonium hydroxide, for example, and ammonium salts such as ammonium carbonate, ammonium bicarbonate, and ammonium phosphate. The reaction is conveniently carried out by adding ammonium hydroxide to a solution of the *N*-oxide of Formula XXIV in a suitable solvent such as dichloromethane or chloroform and then adding *p*-toluenesulfonyl chloride. The reaction can be carried out at ambient temperature. Under these reaction conditions, the *N*-phthalimide protecting group is removed to provide the 1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine or 1*H*-imidazo[4,5-*c*]quinolin-4-amine of Formula XXV or a pharmaceutically

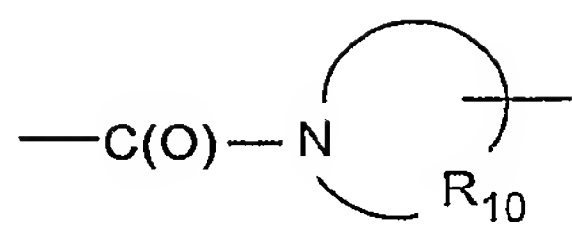
acceptable salt thereof, which can be isolated from the reaction mixture using conventional methods.

Steps (9) and (10) can alternatively be combined and carried out as a one-pot procedure by adding 3-chloroperoxybenzoic acid to a solution of a compound of Formula XXIII in a solvent such as dichloromethane or chloroform and then adding ammonium hydroxide and *p*-toluenesulfonyl chloride without isolating the *N*-oxide of Formula XXIV. The product of Formula XXV or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

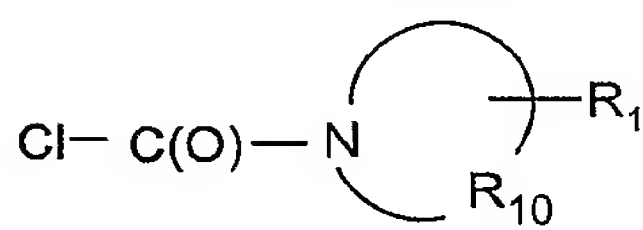
In step (11) of Reaction Scheme I, an hydroxylamine-substituted 1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine or 1*H*-imidazo[4,5-*c*]quinolin-4-amine of Formula XXV is converted to a compound of Formula XXVI, a subgenus of Formulas I and II, using conventional methods. For example, a compound of Formula XXV can react with an acid chloride of Formula  $R_1C(O)Cl$  to provide a compound of Formula XXVI in which  $Y'$  is  $-C(O)-$  and  $R_1$  is as defined above. In addition, a compound of Formula XXV can react with a sulfonyl chloride of Formula  $R_1S(O)_2Cl$  or a sulfonic anhydride of Formula  $(R_1S(O)_2)_2O$  to provide a compound of Formula XXVI in which  $Y'$  is  $-S(O)_2-$  and  $R_1$  is as defined above. Numerous acid chlorides of Formula  $R_1C(O)Cl$ , sulfonyl chlorides of Formula  $R_1S(O)_2Cl$ , and sulfonic anhydrides of Formula  $(R_1S(O)_2)_2O$  are commercially available; others can be readily prepared using known synthetic methods. The reaction is conveniently carried out by adding the acid chloride of Formula  $R_1C(O)Cl$ , sulfonyl chloride of Formula  $R_1S(O)_2Cl$ , or sulfonic anhydride of Formula  $(R_1S(O)_2)_2O$  to a solution of compound of Formula XXV in a suitable solvent such as chloroform, dichloromethane, or DMF. Optionally a base such as triethylamine or *N,N*-diisopropylethylamine can be added. The reaction can be carried out at ambient temperature or at an elevated temperature such as 50 °C. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

Ureas of Formula XXVI, where  $Y'$  is  $-C(O)-N(R_8)-$ ,  $-C(S)-N(R_8)-$ ,  $-C(O)-N(R_8)-S(O)_2-$ ,  $-C(O)-N(R_8)-C(O)-$ , or



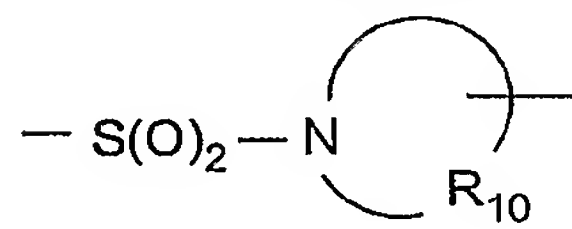


, and R<sub>1</sub>, R<sub>8</sub>, and R<sub>10</sub> are defined as above, or Y' is -C(O)- and R<sub>1</sub> is heterocyclyl, wherein the heterocyclyl group is attached at a nitrogen atom, can be prepared by reacting an hydroxylamine-substituted compound of Formula XXV with isocyanates of Formula R<sub>1</sub>N=C=O or Formula R<sub>1</sub>(CO)N=C=O, isothiocyanates of Formula R<sub>1</sub>N=C=S, sulfonyl isocyanates of Formula R<sub>1</sub>S(O)<sub>2</sub>N=C=O, or carbamoyl chlorides of Formula Cl-C(O)-N-(R<sub>8</sub>)-R<sub>1</sub>, Formula Cl-C(O)-heterocyclyl, or Formula

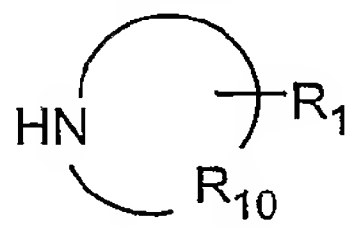


Numerous compounds of these types are commercially available; others can be readily prepared using known synthetic methods. The reaction can be carried out as described above for the reaction of a compound of Formula XXV with acid chlorides or sulfonyl chlorides.

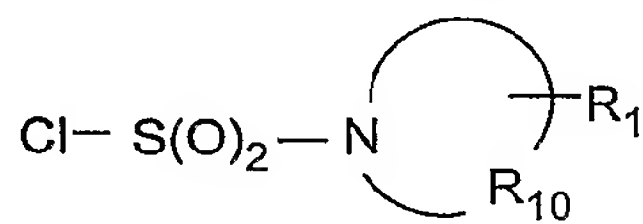
Sulfamides of Formula XXVI, where Y' is -S(O)<sub>2</sub>-N(R<sub>8</sub>)- or



and R<sub>1</sub>, R<sub>8</sub>, and R<sub>10</sub> are as defined above, can be prepared by reacting a compound or salt of Formula XXV with sulfuryl chloride to generate a sulfamoyl chloride in situ, and then reacting the sulfamoyl chloride with an amine of

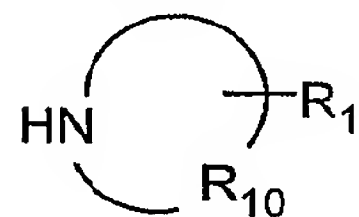


Formula HN(R<sub>8</sub>)R<sub>1</sub> or Formula  $\text{HN} \begin{array}{c} \text{---} \\ \text{---} \end{array} \text{R}_{10}$ . Alternatively, sulfamides of XXVI can be prepared by reacting a compound of Formula XXV with a sulfamoyl chloride of Formula R<sub>1</sub>(R<sub>8</sub>)N-S(O)<sub>2</sub>Cl or



under the reaction conditions described above for reaction of compounds of Formula XXV with sulfonyl chlorides. The product or a

pharmaceutically acceptable salt thereof can be isolated using conventional methods. Many amines of Formula  $\text{HN}(\text{R}_8)\text{R}_1$  and Formula



and some sulfamoyl chlorides of Formula  $\text{R}_1(\text{R}_8)\text{N-S}(\text{O})_2\text{Cl}$  are commercially available; others can be prepared using known synthetic methods.

5 In step (12) of Reaction Scheme I, a compound of Formula XXVII, a subgenus of Formulas I and II wherein  $\text{Y}'$  is a bond  $-\text{C}(\text{O})-$ ,  $-\text{C}(\text{S})-$ ,  $-\text{S}(\text{O})_2-$ , or  $-\text{C}(\text{O})-\text{C}(\text{O})-$ , and  $\text{R}'_a$  and  $\text{R}_1$  are as defined above, is prepared from a compound of Formula XXVI. Treatment of a compound of Formula XXVI with an alcohol of  
10 Formula  $\text{R}'_a\text{-OH}$  under Mitsunobu reaction conditions produces a compound of Formula XXVII. The reaction is carried out using the method described in step (8) of Reaction Scheme I. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

Alternatively, step (12) can be carried out by treating a compound of Formula XXVI, wherein  $\text{Y}'$  is a bond,  $-\text{C}(\text{O})-$ ,  $-\text{C}(\text{S})-$ ,  $-\text{S}(\text{O})_2-$ , or  $-\text{C}(\text{O})-\text{C}(\text{O})-$ , with  
15 an alkylating agent of Formula  $\text{R}'_a\text{-Br}$  or  $\text{R}'_a\text{-I}$  in the presence of a base such as cesium carbonate in a suitable solvent such as DMF. The reaction may be carried out at ambient temperature for reactive alkylating agents such as, for example, methyl iodide, benzyl bromide, and substituted benzyl bromides, or at an elevated temperature. Optionally, catalytic tetrabutylammonium hydrogensulfate can be  
20 added. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

One skilled in the art would recognize that the reactions described for step (12) would probably not be successful for  $\text{R}'_a$  groups that are difficult to introduce via bimolecular nucleophilic substitution reactions. These groups include, for  
25 example, sterically hindered alkyl groups.

Compounds of Formula XXVII, where  $\text{R}_1$  and  $\text{R}'$  together with the nitrogen atom and  $\text{Y}'$  group to which they are bonded join together to form a ring of Formula

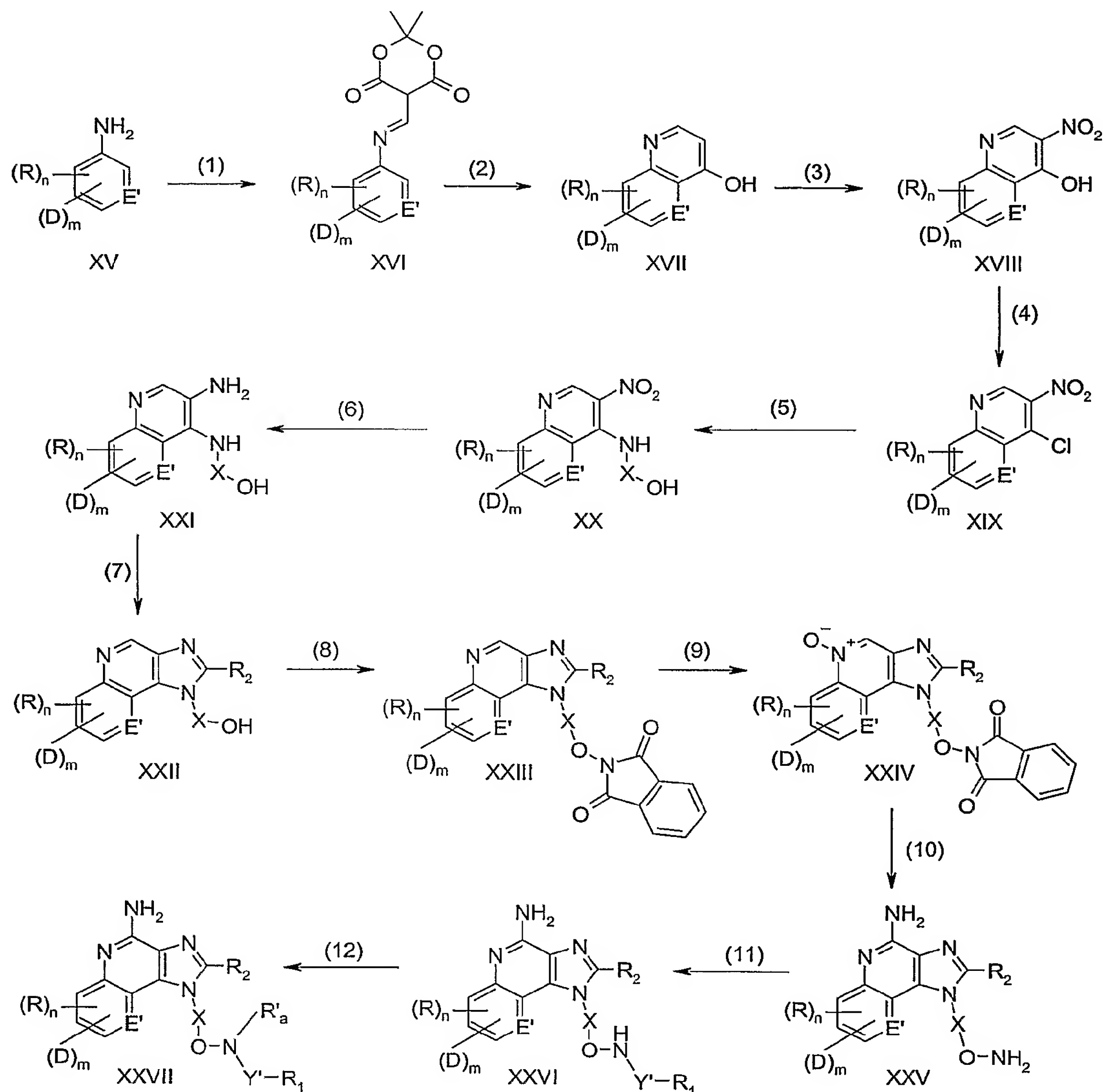




protected hydroxy or amino group may be deprotected and further functionalized before step (9) of Reaction Scheme I. For examples of this type of functionalization of an  $R_2$  group, see U.S. Patent No. 5,389,640 (Gerster et al.).

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## Reaction Scheme I



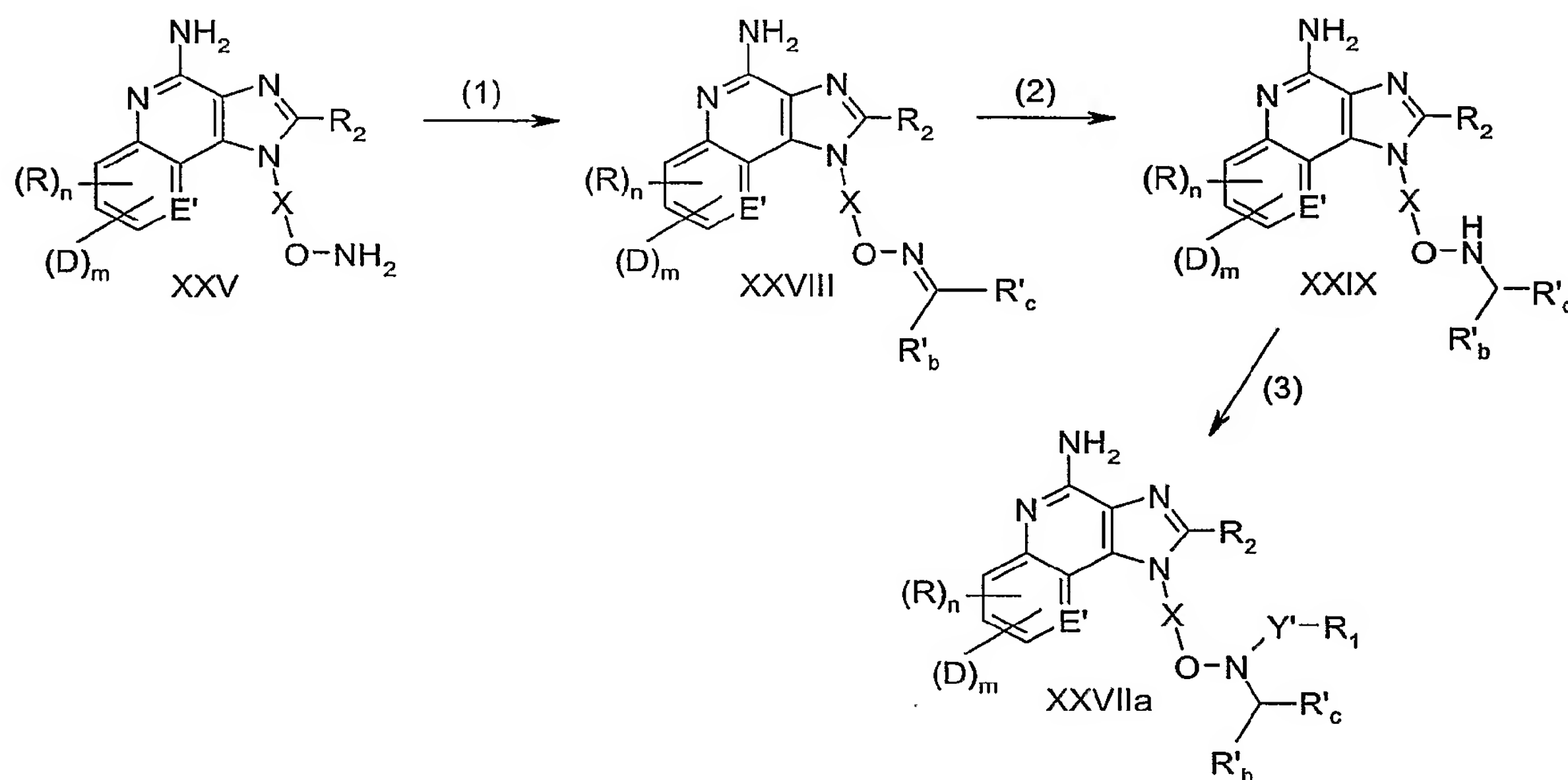
Compounds of the invention can be prepared according to Reaction Scheme II where R, R<sub>1</sub>, R<sub>2</sub>, X, D, E', m, n, and Y' are as defined above; R'<sub>b</sub> and R'<sub>c</sub> are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, and heterocyclalkylenyl substituted by one or more substituents selected from the group given above in the definition of R'; or R'<sub>b</sub> and R'<sub>c</sub> can join together to form a ring system containing one or two saturated or unsaturated rings optionally including one or more heteroatoms. In step (1) of Reaction Scheme II, a hydroxylamine-substituted 1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine or 1*H*-imidazo[4,5-*c*]quinolin-4-amine of Formula XXV reacts with an aldehyde or ketone of Formula R'<sub>b</sub>C(O)R'<sub>c</sub> to provide an oxime of Formula XXVIII. Numerous aldehydes and ketones of Formula R'<sub>b</sub>C(O)R'<sub>c</sub> are commercially available; others can be readily prepared using known synthetic methods. The reaction can be conveniently carried out by adding the aldehyde or ketone of Formula R'<sub>b</sub>C(O)R'<sub>c</sub> to a solution of a compound of Formula XXV in a suitable solvent such as methanol. The reaction can be carried out at ambient temperature, or at elevated temperature. Optionally, an acid such as pyridine hydrochloride can be added. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

In step (2) of Reaction Scheme II, an oxime of Formula XXVIII is reduced to provide a hydroxylamine of Formula XXIX. The reduction is conveniently carried out by treating the oxime of Formula XXVIII with excess sodium cyanoborohydride in a suitable solvent or solvent mixture such as methanol/acetic acid. Optionally, hydrochloric acid may be added. The reaction can be carried out at ambient temperature or at elevated temperature. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

In step (3) of Reaction Scheme II, a compound of Formula XXIX converted into a compound of Formula XXVIIa using the reagents and methods described in

step (11) or step (12) of Reaction Scheme I. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

### Reaction Scheme II



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Compounds of the invention can also be prepared according to Reaction Scheme III, wherein  $R$ ,  $R'$ ,  $R_1$ ,  $R_2$ ,  $E'$ ,  $Y'$ , and  $X$  are as defined above;  $n$  is 0 or 1; and  $R_{3a}$  is  $-O-R_{4a}$ ,  $-O-X'-R_4$ ,  $-O-X'-Y-R_4$ , or  $-O-X'-R_5$ ; where  $R_4$ ,  $R_5$ ,  $X'$  and  $Y$  are as defined above, and  $R_{4a}$  is aryl or heteroaryl where the aryl or heteroaryl groups can be unsubstituted or substituted as defined in  $R_4$  above. Formula XXVIIb is a subset of Formula XXVII, defined in Reaction Scheme I, wherein  $D$  is  $-OCH_2Ph$ ; compounds of Formula XXVIIb can be prepared according to the methods described in Reaction Schemes I and II. In step (1) of Reaction Scheme III, the benzyl group in a benzyloxy-substituted 1H-imidazo[4,5-c][1,5]naphthyridin-4-amine or 1H-imidazo[4,5-c]quinolin-4-amine of Formula XXVIIb is cleaved to provide a compound of Formula XXVIIc. The cleavage is conveniently carried out on a Parr apparatus under hydrogenolysis conditions using a suitable heterogeneous

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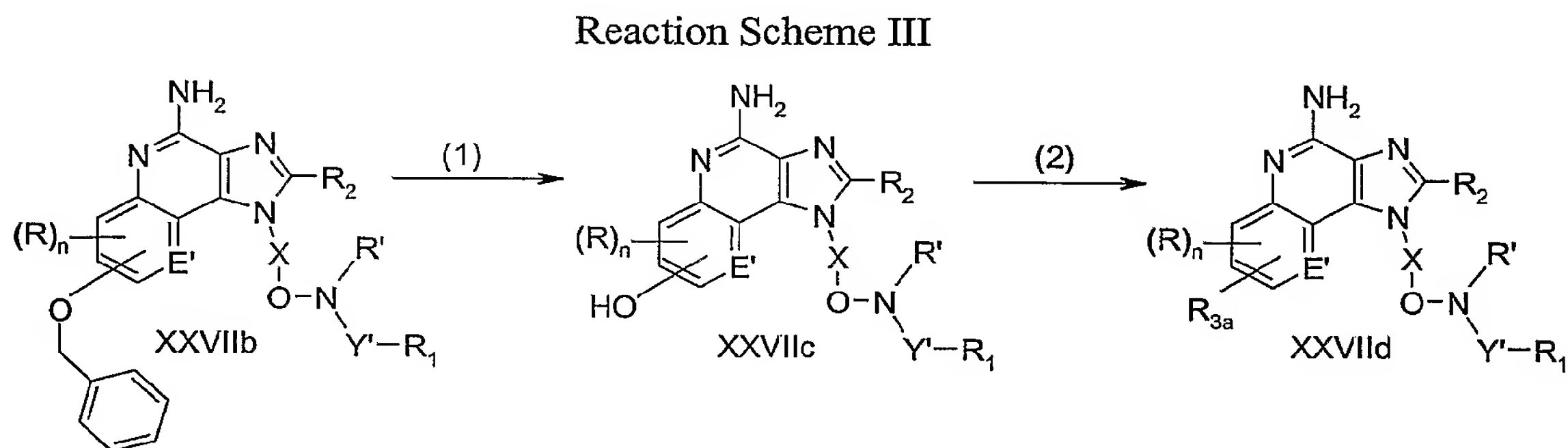
catalyst such as palladium or platinum on carbon in a solvent such as ethanol. Alternatively, the reaction can be carried out by transfer hydrogenation in the presence of a suitable hydrogenation catalyst. The transfer hydrogenation is conveniently carried out by adding ammonium formate to a solution of a compound of Formula XXVIIb in a suitable solvent such as ethanol in the presence of a catalyst such as palladium on carbon. The reaction is carried out at an elevated temperature, for example, the refluxing temperature of the solvent. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

In step (2) of Reaction Scheme III, a hydroxy-substituted compound of Formula XXVIIc is converted to an ether-substituted compound of Formula XXVIIId using a Williamson-type ether synthesis. The reaction is effected by treating a compound of Formula XXVIIc with an aryl or alkyl halide of Formula Halide- $R_{4a}$ , Halide-alkylene- $R_4$ , Halide-alkylene-Y- $R_4$  or Halide-alkylene- $R_5$  in the presence of a base. Numerous reagents of Formulas Halide- $R_{4a}$ , Halide-alkylene- $R_4$ , Halide-alkylene-Y- $R_4$  or Halide-alkylene- $R_5$  are commercially available, including substituted benzyl bromides and chlorides, substituted or unsubstituted alkyl or arylalkylenyl bromides and chlorides, and substituted fluorobenzenes. Other reagents of these Formulas can be prepared using conventional synthetic methods. The reaction is conveniently carried out by combining a reagent of Formula Halide- $R_{4a}$ , Halide-alkylene- $R_4$ , Halide-alkylene-Y- $R_4$  or Halide-alkylene- $R_5$  with a hydroxy-substituted compound of Formula XXVIIc in a solvent such as DMF in the presence of a suitable base such as cesium carbonate. Optionally, catalytic tetrabutylammonium bromide can be added. The reaction can be carried out at ambient temperature or at an elevated temperature, for example 65 °C or 85 °C, depending on the reactivity of the aryl or alkyl halide. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

Alternatively, step (2) may be carried out using the Ullmann ether synthesis, in which an alkali metal aryloxide of a compound of Formula XXVIIc reacts with

an aryl halide in the presence of copper salts, to provide a compound of Formula XXVIIId, where  $R_{3a}$  is  $-O-R_{4a}$ ,  $-O-X'-R_4$ , or  $-O-X'-Y-R_4$ , wherein  $X'$  is an arylene or heteroarylene. Numerous substituted and unsubstituted aryl halides are commercially available; others can be prepared using conventional methods.

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Compounds of the invention can also be prepared according to Reaction Scheme IV, wherein  $R$ ,  $R'$ ,  $R_1$ ,  $R_2$ ,  $E'$ ,  $X$ ,  $Y'$ , and  $n$  are as defined in Reaction Scheme III; Hal is  $-Br$  or  $-I$ ; and  $R_{3b}$  and  $R_{3c}$  are as defined below. Formula XXVIIe is a subset of Formula XXVII, defined in Reaction Scheme I, wherein  $D$  is  $-Br$  or  $-I$ ; compounds of Formula XXVIIe can be made according to the methods described in Reaction Schemes I and II. Step (1) of Reaction Scheme IV can be carried out using known palladium-catalyzed coupling reactions such as the Suzuki coupling and the Heck reaction. For example, a halogen substituted 1H-imidazo[4,5-c][1,5]naphthyridin-4-amine or 1H-imidazo[4,5-c]quinolin-4-amine of Formula XXVIIe undergoes Suzuki coupling with a boronic acid of Formula  $R_{3b}-B(OH)_2$ , an anhydride thereof, or a boronic acid ester of Formula  $R_{3b}-B(O-alkyl)_2$  to provide a compound of Formula XXVIIIf, wherein  $R_{3b}$  is  $-R_{4a}$ ,  $-X'_a-R_4$ ,  $-X'_b-Y-R_4$ , or  $-X'_b-R_5$ , where  $R_{4a}$  is as defined above;  $X'_a$  is alkenylene;  $X'_b$  is arylene, heteroarylene, or alkenylene interrupted or terminated by arylene or heteroarylene; and  $R_4$ ,  $R_5$ , and  $Y$  are as defined above. The coupling is carried out by combining a compound of Formula XXVIIe with a boronic acid or an ester or

anhydride thereof in the presence of palladium (II) acetate, triphenylphosphine, and a base such as sodium carbonate in a suitable solvent such as *n*-propanol. The reaction can be carried out at an elevated temperature, for example, at the reflux temperature. Numerous boronic acids of Formula  $R_{3b}-B(OH)_2$ , anhydrides thereof, and boronic acid esters of Formula  $R_{3b}-B(O-alkyl)_2$  are commercially available; others can be readily prepared using known synthetic methods. See, for example, Li, W. et al, *J. Org. Chem.*, 67, 5394-5397 (2002). The product of Formula XXVIIIf or a pharmaceutically acceptable salt thereof can be isolated by conventional methods.

The Heck reaction can also be used in step (1) of Reaction Scheme IV to provide compounds of Formula XXVIIIf, wherein  $R_{3b}$  is  $-X'_a-R_{4a}$  and  $X'_a-Y-R_4$ . The Heck reaction is carried out by coupling a compound of Formula XXVIIe with a compound of the Formula  $H_2C=C(H)-R_{4a}$  or  $H_2C=C(H)-Y-R_4$ . Several of these vinyl-substituted compounds are commercially available; others can be prepared by known methods. The reaction is conveniently carried out by combining the compound of Formula XXVIIe and the vinyl-substituted compound in the presence of palladium (II) acetate, triphenylphosphine or tri-*ortho*-tolylphosphine, and a base such as triethylamine in a suitable solvent such as acetonitrile or toluene. The reaction can be carried out at an elevated temperature such as 100-120 °C under an inert atmosphere. The product of Formula XXVIIIf or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

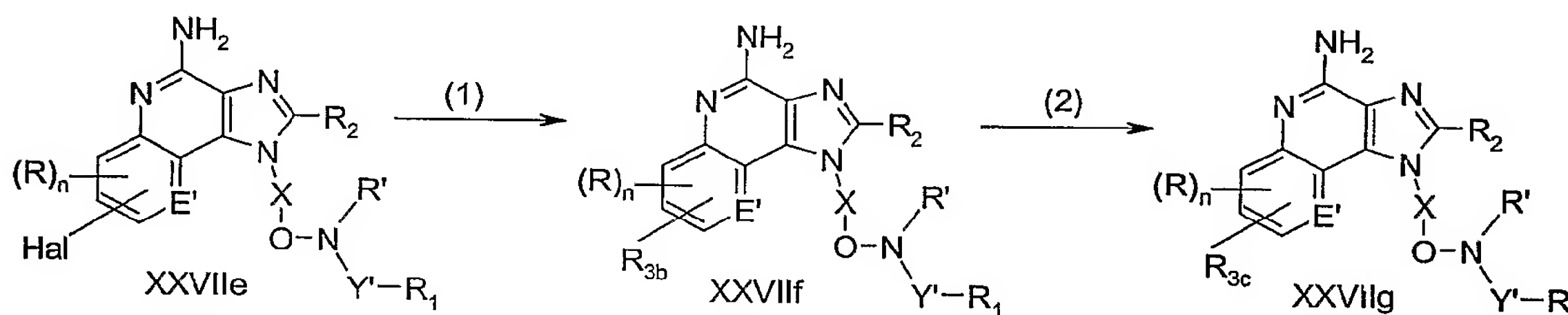
Compounds of Formula XXVIIIf, wherein  $R_{3b}$  is  $-X'_c-R_4$ ,  $X'_c$  is alkynylene, and  $R_4$  is as defined above, can also be prepared by palladium catalyzed coupling reactions such as the Stille coupling or Sonogashira coupling. These reactions are carried out by coupling a compound of Formula XXVIIe with a compound of the Formula  $(alkyl)_3Sn-C\equiv C-R_4$ ,  $(alkyl)_3Si-C\equiv C-R_4$ , or  $H-C\equiv C-R_4$ .

Compounds of the invention, wherein  $R_{3c}$  is  $-X'_d-R_4$ ,  $-X'_d-Y-R_4$ ,  $-X'_e-Y-R_4$ , or  $-X'_e-R_5$ , where  $X'_d$  is alkylene;  $X'_e$  is alkylene interrupted or terminated by arylene or heteroarylene; and  $R_4$ ,  $R_5$ , and  $Y$  are as defined above, can be prepared as shown



in step (2) of Reaction Scheme IV. In step (2) of Reaction Scheme IV, a compound of Formula XXVIIIf, wherein  $R_{3b}$  is  $-X'_a-R_4$ ,  $-X'_a-Y-R_4$ ,  $-X'_b-Y-R_4$ ,  $-X'_b-R_5$ , or  $-X'_c-R_4$ , where  $X'_b$  is alkenylene interrupted or terminated by arylene or heteroarylene, and  $X'_a$ ,  $X'_c$ ,  $Y$ ,  $R_4$ , and  $R_5$  are as defined above, is reduced to provide a compound of Formula XXVIIIg. The reduction can be carried out by hydrogenation using a conventional heterogeneous hydrogenation catalyst such as palladium on carbon. The reaction can conveniently be carried out on a Parr apparatus in a suitable solvent such as ethanol, methanol, or mixtures thereof. The product or pharmaceutically acceptable salt thereof can be isolated using conventional methods.

Reaction Scheme IV



Tetrahydroquinolines and tetrahydronaphthyridines of the invention can be prepared according to Reaction Scheme V, wherein  $E'$ ,  $X$ ,  $Y'$ ,  $R'_a$ ,  $R'_b$ ,  $R'_c$ , and  $R_1$  are as defined above;  $n$  is an integer from 0 to 4 (imidazoquinoline ring system) or 0 to 3 (imidazonaphthyridine ring system);  $R_b$  is alkyl, alkoxy, or  $-N(R_9)_2$ ; and  $R_{2b}$  is a subset of  $R_2$  as defined above that does not include those substituents that one skilled in the art would recognize as being susceptible to reduction under the acidic hydrogenation conditions of step (2). These susceptible groups include, for example, alkenyl, alkynyl, and aryl groups and groups bearing nitro substituents. Compounds of Formula XXIIa can be prepared as shown in Reaction Scheme I.

In step (1) of Reaction Scheme V, a hydroxy-substituted compound of Formula XXIIa is oxidized and aminated to provide a 1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine or 1*H*-imidazo[4,5-*c*]quinolin-4-amine of Formula XXX. The oxidation and amination can be carried out as described in steps (9) and (10) of Reaction Scheme I.

In step (2) of Reaction Scheme V, a compound of Formula XXX is reduced to a 6,7,8,9-tetrahydro compound of Formula XXXI. The reaction is conveniently carried out under heterogeneous hydrogenation conditions by adding platinum (IV) oxide to a solution of the compound of Formula XXX in trifluoroacetic acid and placing the reaction under hydrogen pressure. The reaction can be carried out on a Parr apparatus at ambient temperature. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

In step (3) of Reaction Scheme V, a hydroxy-substituted compound of Formula XXXI is converted to a hydroxylamine of Formula XXXII. The reaction is carried out under the Mitsunobu reaction conditions as described for step (8) of Reaction Scheme I, and during the isolation of the reaction product, the *N*-phthalimide protecting group is removed by treatment with a strong base. Conveniently, an acidic aqueous solution of a *N*-phthalimide-protected hydroxylamine prepared from a compound of Formula XXXI is treated with sodium hydroxide until the pH of the solution is basic. The hydroxylamine of Formula XXXII can then be isolated using conventional methods. Alternatively, the Mitsunobu reaction can be carried out as described in step (8) of Reaction Scheme I to provide a *N*-phthalimide-protected hydroxylamine, which can be treated with hydrazine in a suitable solvent such as ethanol at ambient temperature to provide a hydroxylamine of Formula XXXII. The product can be isolated by conventional methods.

In step (4) of Reaction Scheme V, the hydroxylamine group in a compound of Formula XXXII reacts with an aldehyde or ketone of Formula  $R'_bC(O)R'_c$  to provide an oxime of Formula XXXIII. The reaction can be carried out as described

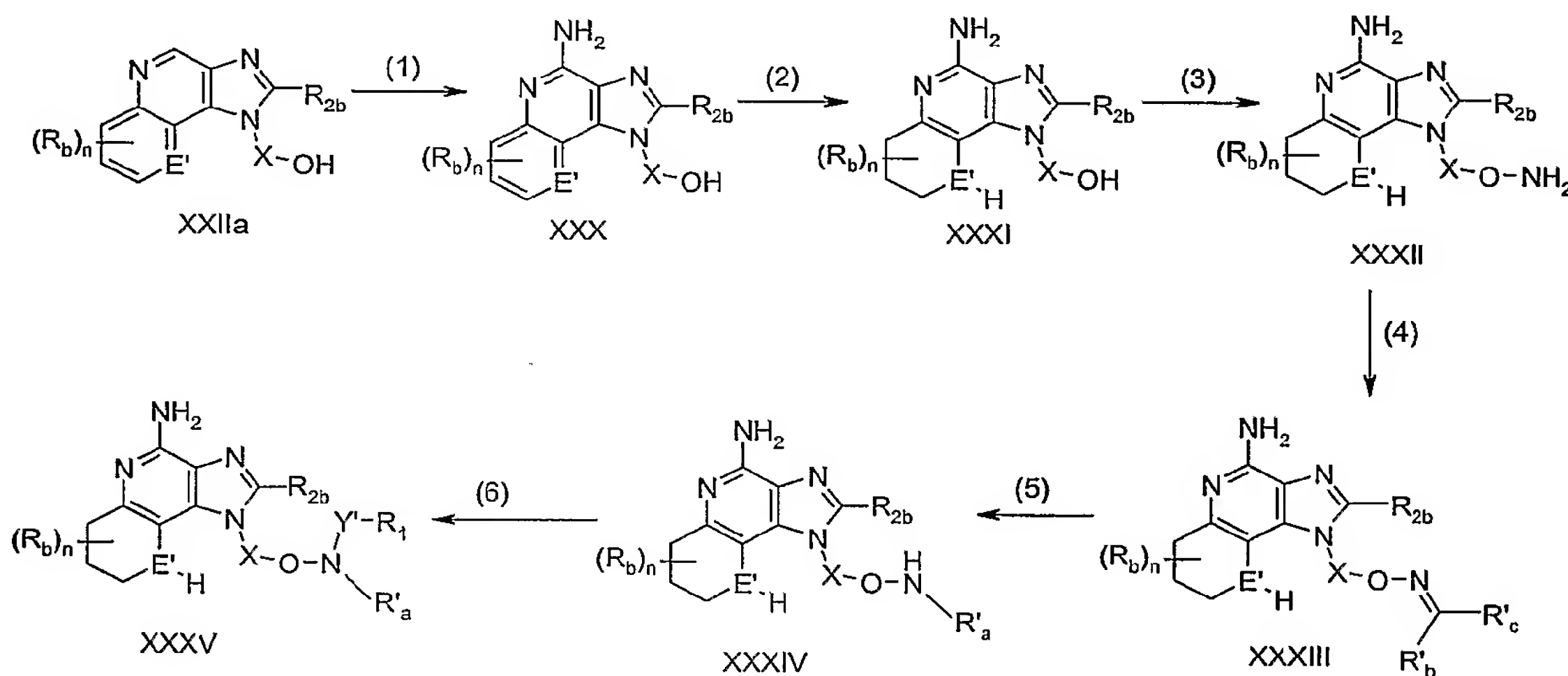


above in step (1) of Reaction Scheme II. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

In step (5) of Reaction Scheme V, the oxime of Formula XXXIII is reduced using the conditions described in step (2) of Reaction Scheme II to afford a compound of Formula XXXIV, a subgenus of Formulas I and II. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

In step (6) of Reaction Scheme V, a hydroxylamine of Formula XXXIV is converted into a compound of Formula XXXV, a subgenus of Formulas I and II, using the reagents and conditions described in step (11) or step (12) of Reaction Scheme I. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

#### Reaction Scheme V



For some embodiments, compounds of the invention are prepared according to Reaction Scheme VI, where R'<sub>a</sub>, R'<sub>b</sub>, R'<sub>c</sub>, R<sub>1</sub>, R<sub>2</sub>, R<sub>A1</sub>, R<sub>B1</sub>, Y', X, and Ph are as defined above. In step (1) of Reaction Scheme VI, a 2,4-dichloro-3-nitropyridine of Formula XXXVI is reacted with an amino alcohol of the Formula H<sub>2</sub>N-X-OH to

form a 2-chloro-3-nitropyridine of Formula XXXVII. The reaction is conveniently carried out by combining an amino alcohol of Formula  $H_2N-X-OH$  and a 2,4-dichloro-3-nitropyridine of Formula XXXVI in the presence of a base such as triethylamine in an inert solvent such as DMF. The reaction can be carried out at ambient temperature, and the product can be isolated from the reaction mixture using conventional methods. Several amines of Formula  $HO-X-NH_2$  are commercially available; others can be prepared by known synthetic methods. Many 2,4-dichloro-3-nitropyridines of the Formula XXXVI are known and can be readily prepared using known synthetic methods. (See, for example, Dellaria et al, U.S. Pat. No. 6,525,064 and the references cited therein.)

In step (2) of Reaction Scheme VI, a 2-chloro-3-nitropyridine of Formula XXXVII is reacted with an alkali metal azide to provide an 8-nitrotetrazolo[1,5-*a*]pyridin-7-amine of Formula XXXVIII. The reaction can be carried out by combining the compound of Formula XXXVII with an alkali metal azide, for example, sodium azide, in a suitable solvent such as acetonitrile/water, preferably 90/10 acetonitrile/water, in the presence of cerium(III) chloride, preferably cerium(III) chloride heptahydrate. Optionally, the reaction can be carried out with heating, for example, at the reflux temperature. Alternatively, the reaction can be carried out by combining the compound of Formula XXXVII with an alkali metal azide, for example, sodium azide, in a suitable solvent such as DMF and heating, for example to about 50-60 °C, optionally in the presence of ammonium chloride. The product can be isolated from the reaction mixture using conventional methods.

In step (3) of Reaction Scheme VI, an 8-nitrotetrazolo[1,5-*a*]pyridin-7-amine of Formula XXXVIII is reduced to provide a compound of Formula XXXIX. The reduction can be carried out as described in step (6) of Reaction Scheme I.

In step (4) of Reaction Scheme VI, a tetrazolo[1,5-*a*]pyridine-7,8-diamine of Formula XXXIX is reacted with a carboxylic acid equivalent to provide a 7*H*-imidazo[4,5-*c*]tetrazolo[1,5-*a*]pyridine of Formula XL. The reaction can be carried out as described in step (7) of Reaction Scheme I.

A compound of Formula XL can also be prepared from a compound of Formula XXXVIII, wherein the alcohol group in a compound of Formula XXXVIII is first protected with an appropriate protecting group such as an acetyl group. The incorporation of the acetyl group, subsequent reduction and cyclization, and removal of the acetyl group is described in Reaction Scheme I.

In step (5) of Reaction Scheme VI, a hydroxy-substituted compound of Formula XL is treated with *N*-hydroxyphthalimide under Mitsunobu reaction conditions to provide an *N*-phthalimide-protected hydroxylamine of Formula XLI. The reaction is carried out under Mitsunobu reaction conditions as described for step (8) of Reaction Scheme I.

In step (6) of Reaction Scheme VI, the *N*-phthalimide-protected hydroxylamine of Formula XLI is treated with hydrazine in a suitable solvent such as ethanol to provide a hydroxylamine of Formula XLII. The reaction can be carried out at ambient temperature and the product can be isolated from the reaction mixture using conventional methods.

In step (7) Reaction Scheme VI, the hydroxylamine group in a 7*H*-imidazo[4,5-*c*]tetrazolo[1,5-*a*]pyridine of Formula XLII reacts with an aldehyde or ketone of Formula R'<sub>b</sub>C(O)R'<sub>c</sub> to provide an oxime of Formula XLIII. The reaction can be carried out using the conditions described above in step (1) of Reaction Scheme II.

In step (8) of Reaction Scheme VI, the tetrazolo ring can be removed from a 7*H*-imidazo[4,5-*c*]tetrazolo[1,5-*a*]pyridine of Formula XLIII by reaction with triphenylphosphine to form an *N*-triphenylphosphinyl intermediate of Formula XLIV. The reaction with triphenylphosphine can be run in a suitable solvent such as toluene or 1,2-dichlorobenzene under an atmosphere of nitrogen with heating, for example at the reflux temperature.

In step (9) of Reaction Scheme VI, an *N*-triphenylphosphinyl intermediate of Formula XLIV is hydrolyzed to provide an oxime-substituted 1*H*-imidazo[4,5-*c*]pyridin-4-amine of Formula XLV. The hydrolysis can be carried out by general methods well known to those skilled in the art, for example, by heating in a lower

alkanol in the presence of an acid such as trifluoroacetic acid or hydrochloric acid. The product can be isolated from the reaction mixture using conventional methods as the compound of Formula XLV or as a pharmaceutically acceptable salt thereof.

5 A compound of the Formula XLV may also be obtained through an alternative route from a compound of Formula XLI. In step (6a) of Reaction Scheme VI, a compound of Formula XLI is treated sequentially according to the reaction conditions described in steps (8) and (9) of Reaction Scheme VI using hydrochloric acid as the acid in step (9). Under these reaction conditions, the *N*-phthalimide is removed to provide the hydroxylamine-substituted 1*H*-imidazo[4,5-  
10 *c*]pyridin-4-amine of Formula XLVII. The product can be isolated and purified using conventional methods.

In step (7a) of Reaction Scheme VI, a hydroxylamine-substituted 1*H*-imidazo[4,5-*c*]pyridin-4-amine of Formula XLVII reacts with an aldehyde or ketone of Formula  $R'_bC(O)R'_c$  to provide an oxime of Formula XLV. The reaction can be  
15 carried out as described above in step (1) of Reaction Scheme II. The product can be isolated from the reaction mixture using conventional methods as the compound of Formula XLV or as a pharmaceutically acceptable salt thereof.

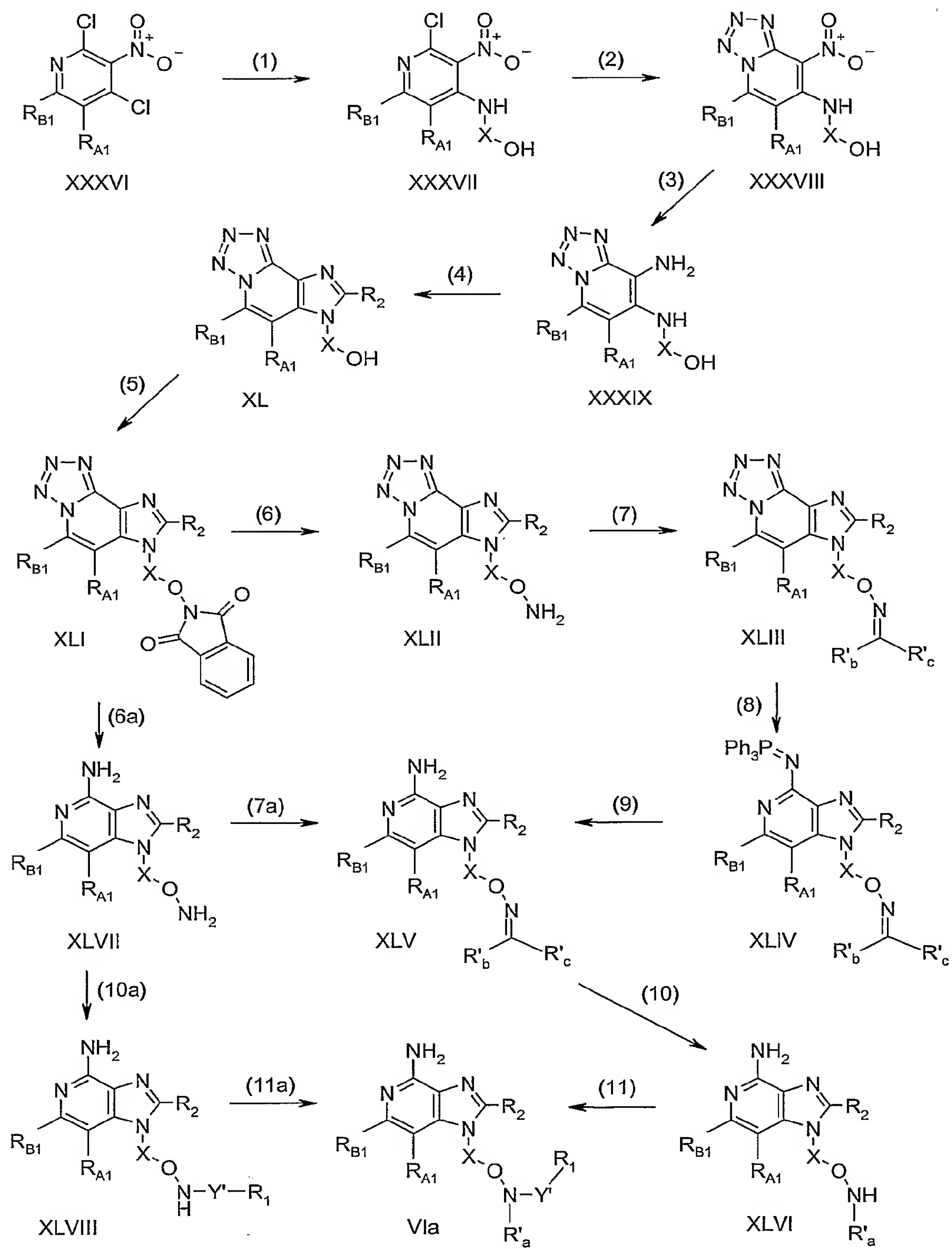
In step (10) of Reaction Scheme VI, the oxime of Formula XLV is reduced using the conditions described in step (2) of Reaction Scheme II to afford a  
20 compound of Formula XLVI, a subgenus of Formulas I, II, and VI. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

In step (11) of Reaction Scheme VI, a hydroxylamine of Formula XLVI is converted into a compound of Formula VIa, a subgenus of Formulas I, II, and VI, using the reagents and conditions described in step (11) of Reaction Scheme I. The  
25 product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

Alternatively, in steps (10a) and (11a) of Reaction Scheme VI, a hydroxylamine of Formula XLVII is converted into a compound of Formula VIa using the reagents and methods described in steps (11) and (12), respectively, of

Reaction Scheme I. The product or pharmaceutically acceptable salt thereof can be isolated by conventional methods.

## Reaction Scheme VI



## Pharmaceutical Compositions and Biological Activity

5        Pharmaceutical compositions of the invention contain a therapeutically effective amount of a compound of the invention as described above in combination with a pharmaceutically acceptable carrier.

10        The terms "a therapeutically effective amount" and "effective amount" mean an amount of the compound sufficient to induce a therapeutic or prophylactic effect, such as cytokine induction, immunomodulation, antitumor activity, and/or antiviral activity. Although the exact amount of active compound used in a pharmaceutical composition of the invention will vary according to factors known to those of skill in the art, such as the physical and chemical nature of the compound, the nature of the carrier, and the intended dosing regimen, it is anticipated that the compositions of the invention will contain sufficient active ingredient to provide a dose of about 15        100 nanograms per kilogram (ng/kg) to about 50 milligrams per kilogram (mg/kg), preferably about 10 micrograms per kilogram ( $\mu$ g/kg) to about 5 mg/kg, of the compound to the subject. A variety of dosage forms may be used, such as tablets, lozenges, capsules, parenteral formulations, syrups, creams, ointments, aerosol formulations, transdermal patches, transmucosal patches and the like.

20        The compounds of the invention can be administered as the single therapeutic agent in the treatment regimen, or the compounds of the invention may be administered in combination with one another or with other active agents, including additional immune response modifiers, antivirals, antibiotics, antibodies, proteins, peptides, oligonucleotides, etc.

25        The compounds of the invention have been shown to induce the production of certain cytokines in experiments performed according to the tests set forth below. These results indicate that the compounds are useful as immune response modifiers that can modulate the immune response in a number of different ways, rendering them useful in the treatment of a variety of disorders.



Cytokines whose production may be induced by the administration of compounds according to the invention generally include interferon- $\alpha$  (IFN- $\alpha$ ) and/or tumor necrosis factor- $\alpha$  (TNF- $\alpha$ ) as well as certain interleukins (IL). Cytokines whose biosynthesis may be induced by compounds of the invention include IFN- $\alpha$ , TNF- $\alpha$ , IL-1, IL-6, IL-10 and IL-12, and a variety of other cytokines. Among other effects, these and other cytokines can inhibit virus production and tumor cell growth, making the compounds useful in the treatment of viral diseases and neoplastic diseases. Accordingly, the invention provides a method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or composition of the invention to the animal. The animal to which the compound or composition is administered for induction of cytokine biosynthesis may have a disease as described *infra*, for example a viral disease or a neoplastic disease, and administration of the compound may provide therapeutic treatment. Alternatively, the compound may be administered to the animal prior to the animal acquiring the disease so that administration of the compound may provide a prophylactic treatment.

In addition to the ability to induce the production of cytokines, compounds of the invention can affect other aspects of the innate immune response. For example, natural killer cell activity may be stimulated, an effect that may be due to cytokine induction. The compounds may also activate macrophages, which in turn stimulate secretion of nitric oxide and the production of additional cytokines. Further, the compounds may cause proliferation and differentiation of B-lymphocytes.

Compounds of the invention can also have an effect on the acquired immune response. For example, the production of the T helper type 1 (T<sub>H</sub>1) cytokine IFN- $\gamma$  can be induced indirectly and the production of the T helper type 2 (T<sub>H</sub>2) cytokines IL-4, IL-5 and IL-13 can be inhibited upon administration of the compounds.

Whether for prophylaxis or therapeutic treatment of a disease, and whether for effecting innate or acquired immunity, the compound or composition may be administered alone or in combination with one or more active components as in, for



example, a vaccine adjuvant. When administered with other components, the compound and other component or components may be administered separately; together but independently such as in a solution; or together and associated with one another such as (a) covalently linked or (b) non-covalently associated, e.g., in a colloidal suspension.

Conditions for which IRMs identified herein may be used as treatments include, but are not limited to:

(a) viral diseases such as, for example, diseases resulting from infection by an adenovirus, a herpesvirus (e.g., HSV-I, HSV-II, CMV, or VZV), a poxvirus (e.g., an orthopoxvirus such as variola or vaccinia, or molluscum contagiosum), a picornavirus (e.g., rhinovirus or enterovirus), an orthomyxovirus (e.g., influenzavirus), a paramyxovirus (e.g., parainfluenzavirus, mumps virus, measles virus, and respiratory syncytial virus (RSV)), a coronavirus (e.g., SARS), a papovavirus (e.g., papillomaviruses, such as those that cause genital warts, common warts, or plantar warts), a hepadnavirus (e.g., hepatitis B virus), a flavivirus (e.g., hepatitis C virus or Dengue virus), or a retrovirus (e.g., a lentivirus such as HIV);

(b) bacterial diseases such as, for example, diseases resulting from infection by bacteria of, for example, the genus Escherichia, Enterobacter, Salmonella, Staphylococcus, Shigella, Listeria, Aerobacter, Helicobacter, Klebsiella, Proteus, Pseudomonas, Streptococcus, Chlamydia, Mycoplasma, Pneumococcus, Neisseria, Clostridium, Bacillus, Corynebacterium, Mycobacterium, Campylobacter, Vibrio, Serratia, Providencia, Chromobacterium, Brucella, Yersinia, Haemophilus, or Bordetella;

(c) other infectious diseases, such chlamydia, fungal diseases including but not limited to candidiasis, aspergillosis, histoplasmosis, cryptococcal meningitis, or parasitic diseases including but not limited to malaria, pneumocystis carinii pneumonia, leishmaniasis, cryptosporidiosis, toxoplasmosis, and trypanosome infection;

(d) neoplastic diseases, such as intraepithelial neoplasias, cervical dysplasia, actinic keratosis, basal cell carcinoma, squamous cell carcinoma, renal cell

carcinoma, Kaposi's sarcoma, melanoma, renal cell carcinoma, leukemias including but not limited to myelogenous leukemia, chronic lymphocytic leukemia, multiple myeloma, non-Hodgkin's lymphoma, cutaneous T-cell lymphoma, B-cell lymphoma, and hairy cell leukemia, and other cancers; and

5 (e)  $T_H2$ -mediated, atopic, and autoimmune diseases, such as atopic dermatitis or eczema, eosinophilia, asthma, allergy, allergic rhinitis, systemic lupus erythematosus, essential thrombocythaemia, multiple sclerosis, Ommen's syndrome, discoid lupus, alopecia areata, inhibition of keloid formation and other types of scarring, and enhancing wound healing, including chronic wounds.

10 IRMs identified herein also may be useful as a vaccine adjuvant for use in conjunction with any material that raises either humoral and/or cell mediated immune response, such as, for example, live viral, bacterial, or parasitic immunogens; inactivated viral, tumor-derived, protozoal, organism-derived, fungal, or bacterial immunogens, toxoids, toxins; self-antigens; polysaccharides; proteins; 15 glycoproteins; peptides; cellular vaccines; DNA vaccines; recombinant proteins; glycoproteins; peptides; and the like, for use in connection with, for example, BCG, cholera, plague, typhoid, hepatitis A, hepatitis B, hepatitis C, influenza A, influenza B, parainfluenza, polio, rabies, measles, mumps, rubella, yellow fever, tetanus, diphtheria, hemophilus influenza b, tuberculosis, meningococcal and pneumococcal 20 vaccines, adenovirus, HIV, chicken pox, cytomegalovirus, dengue, feline leukemia, fowl plague, HSV-1 and HSV-2, hog cholera, Japanese encephalitis, respiratory syncytial virus, rotavirus, papilloma virus, yellow fever, and Alzheimer's Disease.

IRMs may also be particularly helpful in individuals having compromised immune function. For example, IRM compounds may be used for treating the 25 opportunistic infections and tumors that occur after suppression of cell mediated immunity in, for example, transplant patients, cancer patients and HIV patients.

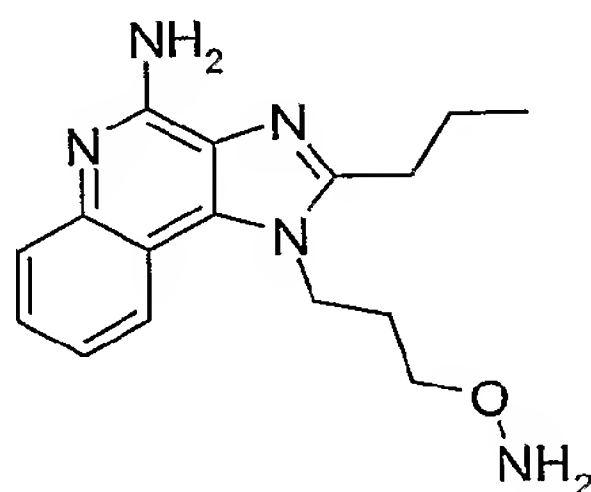
Thus, one or more of the above diseases or types of diseases, for example, a viral disease or a neoplastic disease may be treated in an animal in need thereof (having the disease) by administering a therapeutically effective amount of a 30 compound or salt of the invention to the animal.

An amount of a compound effective to induce cytokine biosynthesis is an amount sufficient to cause one or more cell types, such as monocytes, macrophages, dendritic cells and B-cells to produce an amount of one or more cytokines such as, for example, IFN- $\alpha$ , TNF- $\alpha$ , IL-1, IL-6, IL-10 and IL-12 that is increased over the background level of such cytokines. The precise amount will vary according to factors known in the art but is expected to be a dose of about 100 ng/kg to about 50 mg/kg, preferably about 10  $\mu$ g/kg to about 5 mg/kg. The invention also provides a method of treating a viral infection in an animal and a method of treating a neoplastic disease in an animal comprising administering an effective amount of a compound or composition of the invention to the animal. An amount effective to treat or inhibit a viral infection is an amount that will cause a reduction in one or more of the manifestations of viral infection, such as viral lesions, viral load, rate of virus production, and mortality as compared to untreated control animals. The precise amount that is effective for such treatment will vary according to factors known in the art but is expected to be a dose of about 100 ng/kg to about 50 mg/kg, preferably about 10  $\mu$ g/kg to about 5 mg/kg. An amount of a compound effective to treat a neoplastic condition is an amount that will cause a reduction in tumor size or in the number of tumor foci. Again, the precise amount will vary according to factors known in the art but is expected to be a dose of about 100 ng/kg to about 50 mg/kg, preferably about 10  $\mu$ g/kg to about 5 mg/kg.

Objects and advantages of this invention are further illustrated by the following examples, but the particular materials and amounts thereof recited in these examples, as well as other conditions and details, should not be construed to unduly limit this invention.

## EXAMPLES

## Example 1

1-[3-(Aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine

5

## Part A

A solution of 3-(2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propan-1-ol (20.0 grams (g), 74.3 millimoles (mmol)) in tetrahydrofuran (300 milliliters (mL)) was cooled to approximately 0 °C; triphenylphosphine (23.4 g, 89.1 mmol) and *N*-hydroxyphthalimide (14.5 g, 89.1 mmol) were then added. After five minutes of stirring, diisopropyl azodicarboxylate (17.5 mL, 89.1 mmol) was added dropwise over a period of 15 minutes. The reaction was allowed to warm to room temperature and stirred overnight. The solvent was removed under reduced pressure, and the residue was dissolved in chloroform (300 mL). A solution of hydrochloric acid (150 mL of 6 molar (M)) was then added, and approximately 50 mL of the solvent was removed under reduced pressure to provide a white precipitate, which was stirred for ten minutes and isolated by filtration. Additional salt eventually precipitated from the filtrate and was isolated by filtration. Chloroform (300 mL) and water (300 mL) were added to the salt, and solid sodium bicarbonate was added to the mixture to adjust to pH 8. The organic solution was then dried over magnesium sulfate, filtered, and concentrated under reduced pressure to provide 28.4 g of 2-[3-(2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione as a white solid.

20

<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 9.3 (s, 1H), 8.3 (m, 2H), 7.9 (m, 2H), 7.8 (m, 2H), 7.6 (m, 2H), 5.0 (t, *J* = 7.3 Hz, 2H), 4.4 (t, *J* = 5.3 Hz, 2H), 3.1 (t, *J* = 7.5 Hz, 2H), 2.4 (m, 2H), 2.1 (br s, m, 4H), 1.2 (t, *J* = 7.3 Hz, 3H);  
MS (APCI) *m/z* 415 (M + H)<sup>+</sup>.

5

## Part B

3-Chloroperoxybenzoic acid (14.9 g, 66.4 mmol) (mCPBA, available as an approximately 77% pure mixture) was added to a solution of 2-[3-(2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione (25.0 g, 60.3 mmol) in chloroform (200 mL), and the reaction was stirred for seven hours at room temperature. An analysis by liquid chromatography/mass spectrometry (LC/MS) indicated that the reaction was incomplete, and additional mCPBA (4.96 g, 22.1 mmol) was added. The reaction was allowed to stir at room temperature overnight. The solution was then washed with brine (2 x 100 mL) and saturated aqueous sodium bicarbonate (2 x 100 mL), dried over magnesium sulfate, filtered, and concentrated under reduced pressure to provide a fluffy, light-brown solid. The solid was dried under high vacuum for one hour to provide 25.7 g of 2-[3-(5-oxido-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione as a white solid.

<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 9.1 (m, 2H), 8.3 (m, 1H), 7.9-7.7 (m, 6H), 5.0 (t, *J* = 7.4 Hz, 2H), 4.4 (t, *J* = 5.3 Hz, 2H), 3.1 (t, *J* = 7.5 Hz, 2H), 2.4 (m, 2H), 2.1 (br s, m, 4H), 1.2 (t, *J* = 7.3 Hz, 3H);  
MS (APCI) *m/z* 431 (M + H)<sup>+</sup>.

## 25 Part C

Ammonium hydroxide (75 mL) and *p*-toluenesulfonyl chloride (4.87 g, 25.6 mmol) were added to a solution of 2-[3-(5-oxido-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione (10.0 g, 23.2 mmol) in chloroform (100 mL), and the resulting mixture was stirred vigorously for one hour. A white precipitate was removed by filtration, and the filtrate layers were separated.

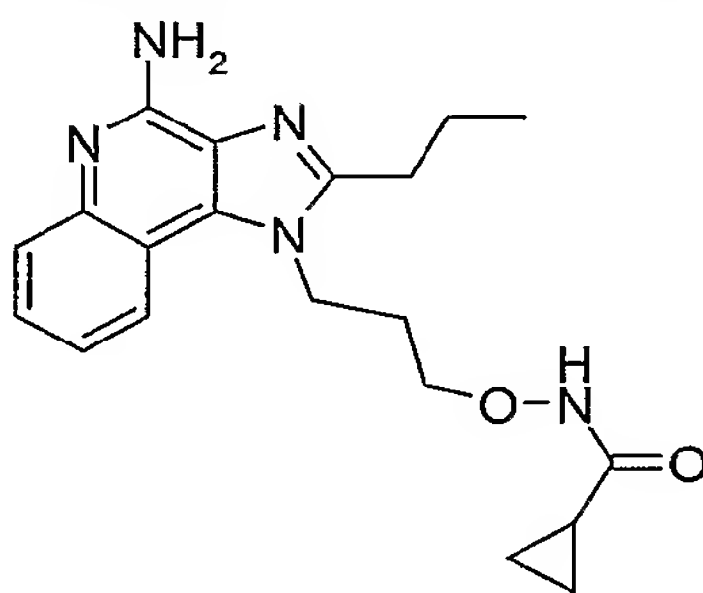
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The organic solution was washed with brine (2 x 150 mL), dried over magnesium sulfate, filtered, and concentrated under reduced pressure to provide a yellow solid. The solid was purified by column chromatography on silica gel (eluting with dichloromethane:methanol:ammonium hydroxide ranging in ratios from 94:5:1 to 91:8:1) to provide 4.31 g of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine as a beige powder, melting point (mp) 145-148 °C.

<sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 8.1 (d, *J* = 7.5 Hz, 1H), 7.6 (d, *J* = 8.3 Hz, 1H), 7.4 (t, *J* = 8.1 Hz, 1H), 7.3 (t, *J* = 8.1 Hz, 1H), 6.5 (br s, 2H), 6.1 (br s, 2H), 4.6 (t, *J* = 7.2 Hz, 2H), 3.6 (t, *J* = 5.6 Hz, 2H), 2.9 (t, *J* = 7.4 Hz, 2H), 2.1 (m, 2H), 1.9 (m, 2H), 1.1 (t, *J* = 7.3 Hz, 3H); <sup>13</sup>C NMR (75 MHz, DMSO-*d*<sub>6</sub>) δ 153.4, 152.0, 145.0, 132.6, 126.8, 126.6, 121.5, 120.4, 115.1, 71.6, 42.5, 29.2, 28.5, 21.3, 14.2; MS (APCI) *m/z* 300 (M + H)<sup>+</sup>; Anal. calcd for C<sub>16</sub>H<sub>21</sub>N<sub>5</sub>O: C, 64.19; H, 7.07; N, 23.39. Found: C, 63.94; H, 7.20; N, 23.11.

#### Example 2

*N*-[3-(4-Amino-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]cyclopropanecarboxamide



Triethylamine (1.86 mL, 13.4 mmol) was added to a mixture of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (2.00 g, 6.68 mmol), prepared as described in Example 1, and chloroform (20 mL). Cyclopropanecarbonyl chloride (673 microliters (μL), 7.35 mmol) was then added,



- and the resulting solution was stirred at room temperature overnight. The reaction was diluted with chloroform (50 mL), washed with brine (2 x 100 mL) and saturated aqueous sodium bicarbonate (2 x 100 mL), dried over magnesium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified twice by column chromatography on silica gel (eluting sequentially with 97:2:1 dichloromethane:methanol:ammonium hydroxide and 96:3:1 dichloromethane:methanol:ammonium hydroxide) to provide 532 milligrams (mg) of *N*-[3-(4-amino-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]cyclopropanecarboxamide as a white powder, mp 103-105 °C.
- <sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 8.0 (d, *J* = 7.9 Hz, 1H), 7.8 (d, *J* = 7.8 Hz, 1H), 7.5 (t, *J* = 7.4 Hz, 1H), 7.3 (t, *J* = 8.0 Hz, 1H), 5.4 (br s, 2H), 4.7 (m, 2H), 4.0 (t, *J* = 5.4 Hz, 2H), 2.9 (t, *J* = 7.2 Hz, 2H), 2.2 (m, 2H), 1.9 (m, 2H), 1.3 (m, 1H), 1.1 (m, 5H), 0.9 (m, 2H);
- MS (APCI) *m/z* 368 (*M* + *H*)<sup>+</sup>;
- HRMS (ESI) Theoretical mass: 368.2087, measured mass: 368.2073.
- Anal. calcd for C<sub>20</sub>H<sub>25</sub> N<sub>5</sub>O<sub>2</sub>•0.3CH<sub>2</sub>Cl<sub>2</sub>: C, 62.05; H, 6.57; N, 17.82. Found: C, 61.85; H, 6.68; N, 17.79.

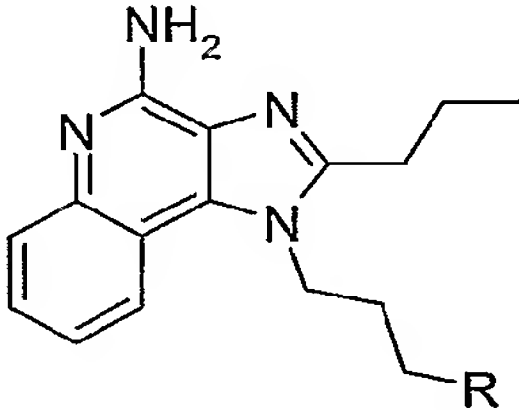
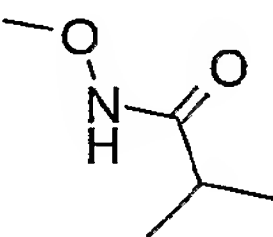
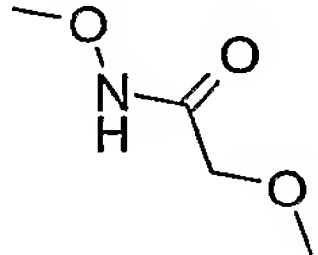
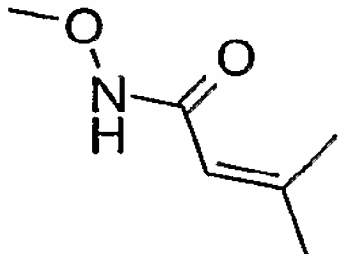
### Examples 3-70

- An acid chloride from the table below (0.83 equivalents, 0.057 mmol) was added to a test tube containing a solution of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (21 mg, 0.070 mmol) and *N,N*-diisopropylethylamine (24 μL, 0.14 mmol) in chloroform (2 mL). In Examples 17 and 69, dichloroethane was used as the solvent instead of chloroform. The test tube was capped and placed on a shaker at ambient temperature overnight (approximately 18 hours). For Example 70, an analysis by LC/MS indicated that the reaction was incomplete; therefore for Examples 69 and 70, the solutions additionally were heated at 50°C for seven hours. The solvent was removed from the test tubes by vacuum centrifugation. The compounds were purified by

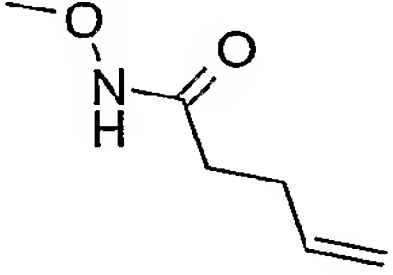
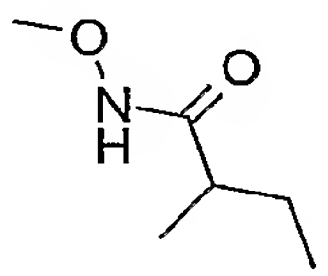
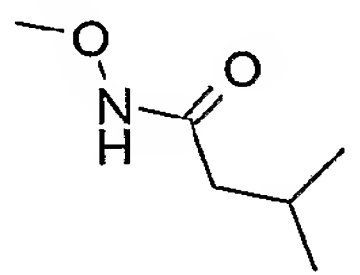
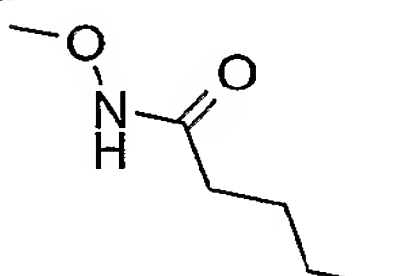
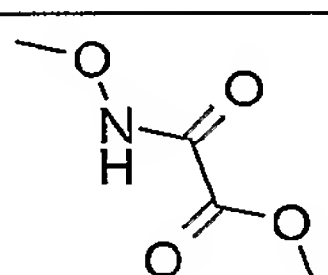
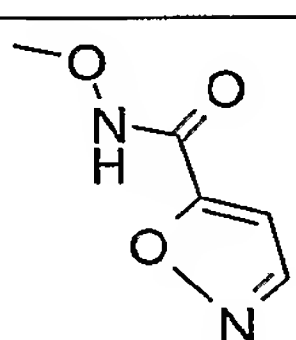
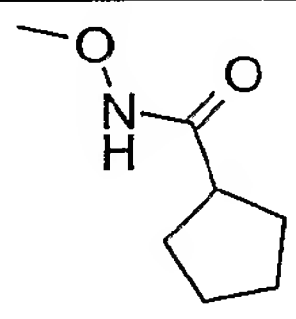
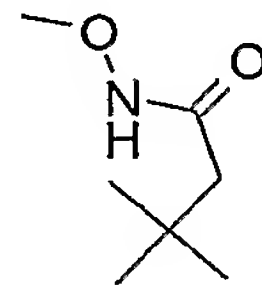
preparative high performance liquid chromatography (prep HPLC) using a Waters Fraction Lynx automated purification system. The prep HPLC fractions were analyzed using a Micromass LC-TOFMS, and the appropriate fractions were centrifuge evaporated to provide the trifluoroacetate salt of the desired compound.

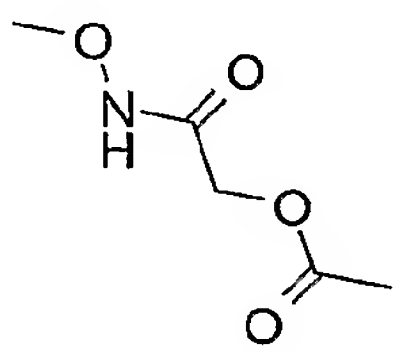
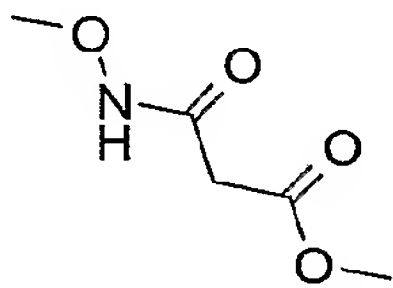
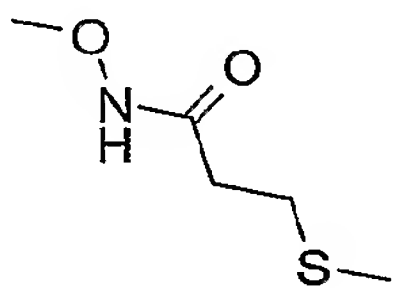
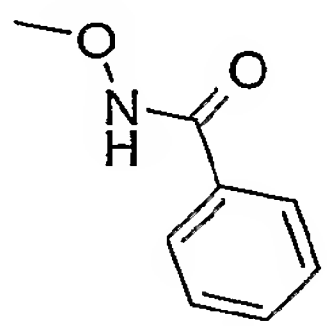
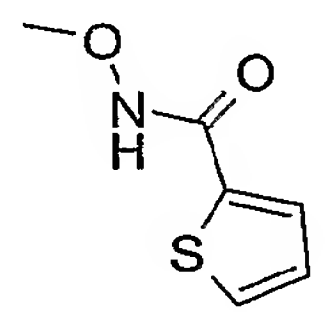
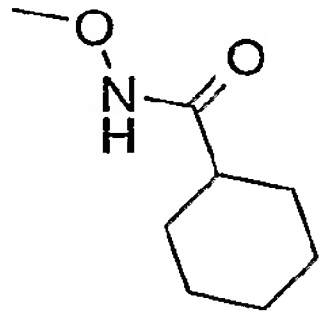
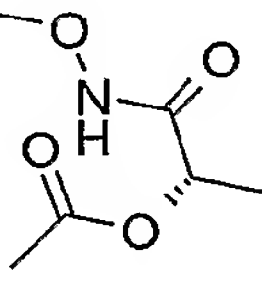
- 5 Column: Phenomenex LUNA C18(2), 21.2 x 50 millimeters (mm), 10 micron particle size, 100 Angstroms (Å) pore; flow rate: 25 mL/min; non-linear gradient elution from 5-95% B in 9 minutes (min), then hold at 95% B for 2 min, where A is 0.05% trifluoroacetic acid/water and B is 0.05% trifluoroacetic acid/acetonitrile; fraction collection by mass-selective triggering. The table below shows the acid
- 10 chloride used for each example, the structure of the resulting compound, and the observed accurate mass for the isolated trifluoroacetate salt.

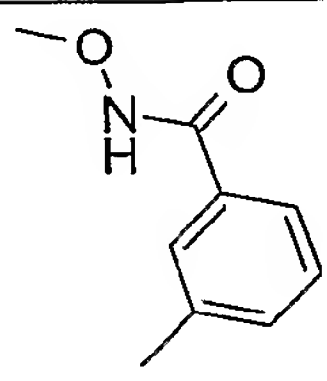
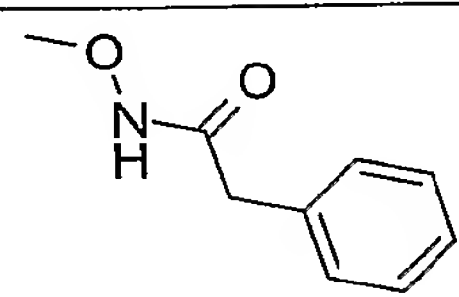
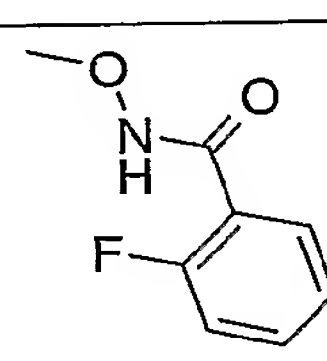
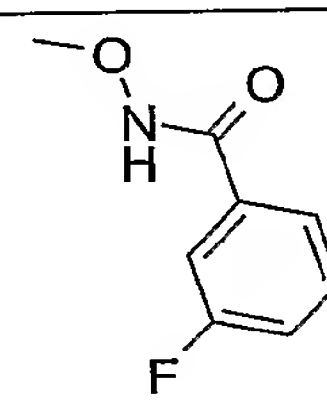
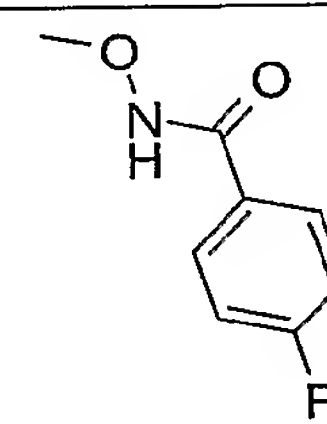
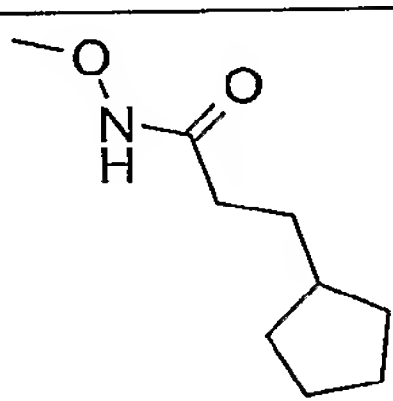
## Examples 3-70

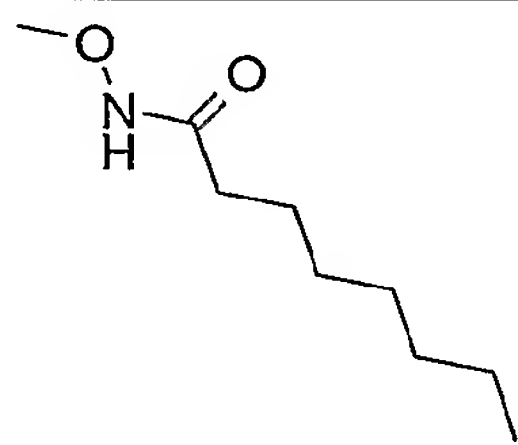
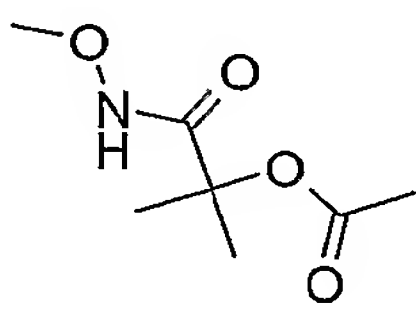
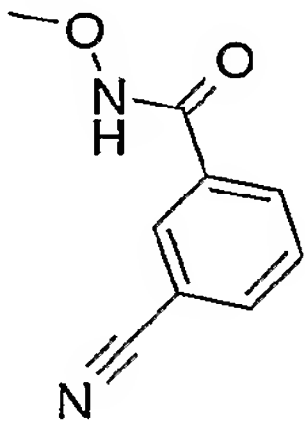
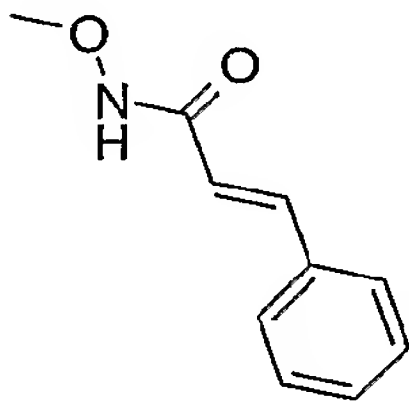
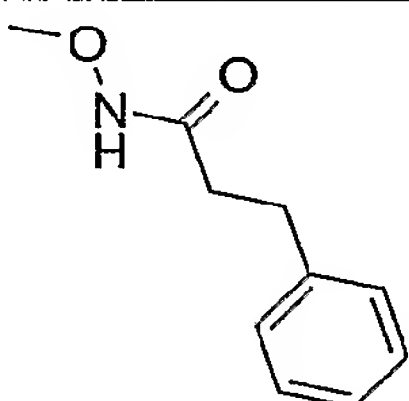
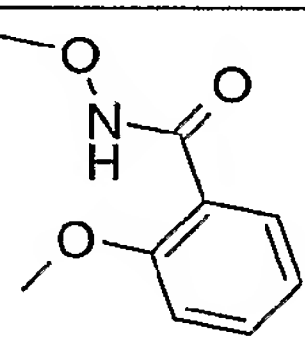
			
<u>Example</u>	<u>Acid Chloride</u>	<u>R</u>	<u>Measured Mass</u> (M+H)
3	Isobutryl chloride		370.2252
4	Methoxyacetyl chloride		372.2035
5	3,3-Dimethylacryloyl chloride		382.2262

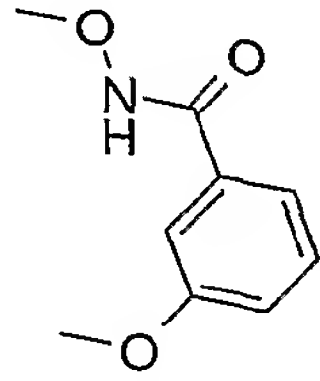
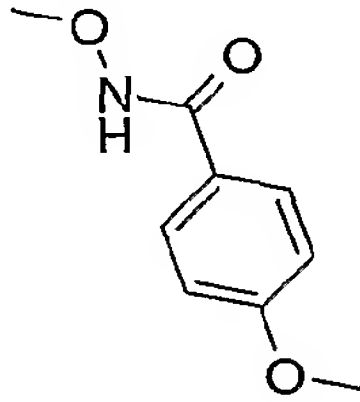
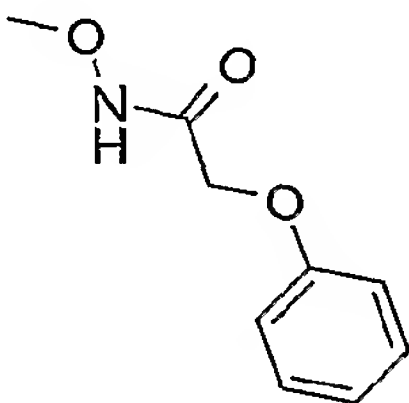
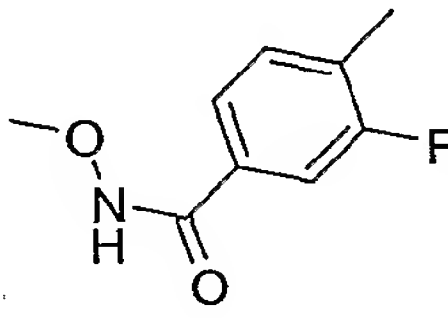
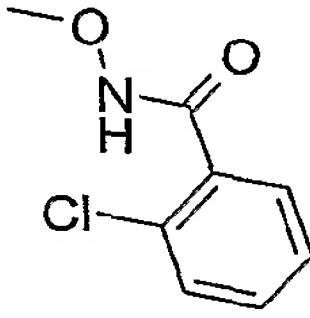
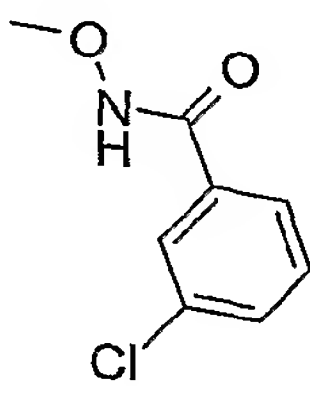


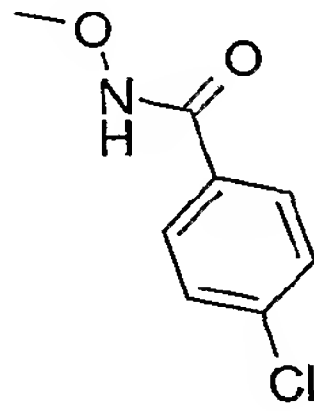
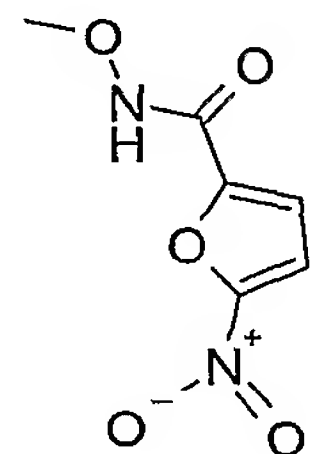
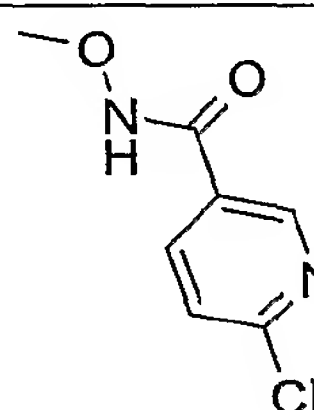
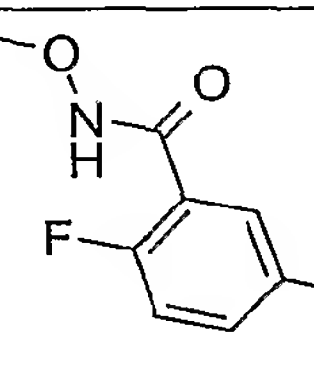
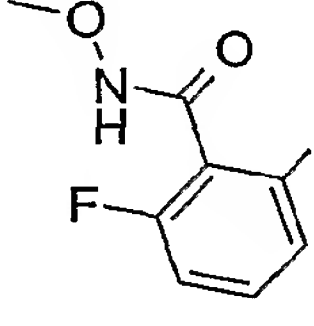
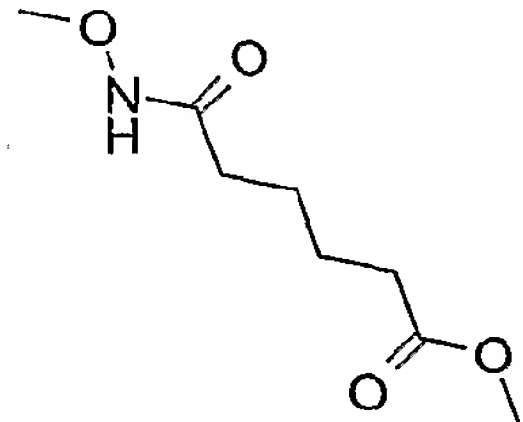
6	4-Pentenoyl chloride		382.2228
7	2-Methylbutryl chloride		384.2391
8	Isovaleryl chloride		384.2418
9	Pentanoyl chloride		384.2419
10	Methyloxalyl chloride		386.1835
11	Isoxazole-5-carbonyl chloride		395.1826
12	Cyclopentanecarbonyl chloride		396.2420
13	<i>tert</i> -Butylacetyl chloride		398.2581

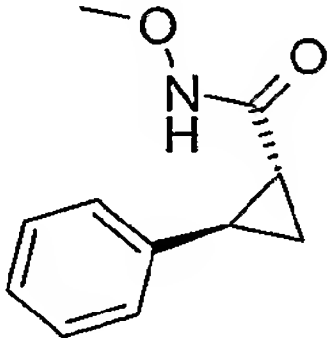
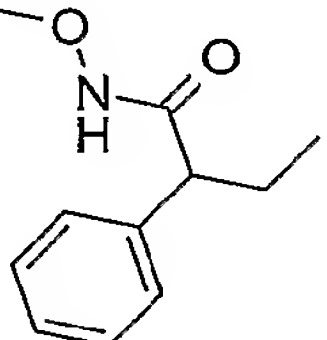
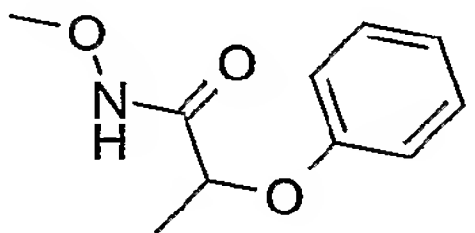
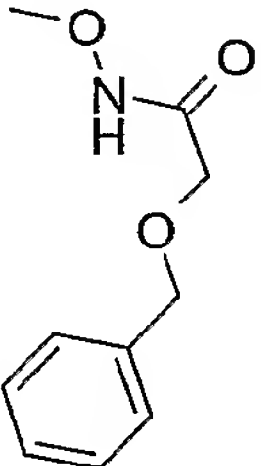
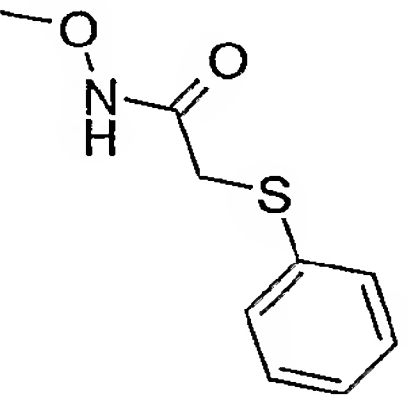
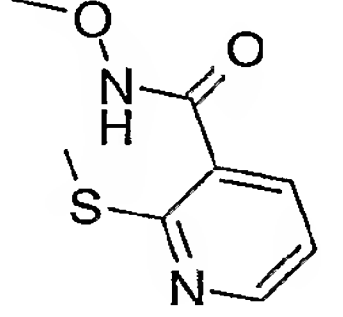
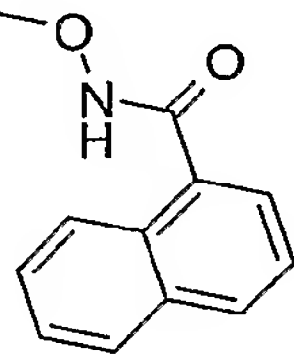
14	Acetoxyacetyl chloride		400.1979
15	Methylmalonyl chloride		400.1965
16	3-Methylthiopropionyl chloride		402.1950
17	Benzoyl chloride		404.2097
18	Thiophene-2-carbonyl chloride		410.1679
19	Cyclohexanecarbonyl chloride		410.2553
20	(S)-(-)-2-Acetoxypropionyl chloride		414.2162

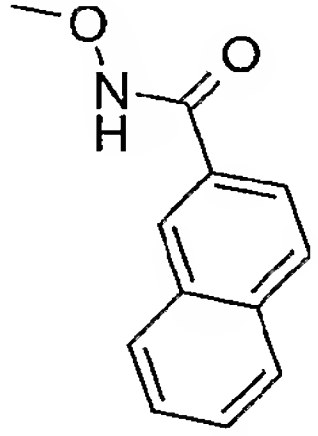
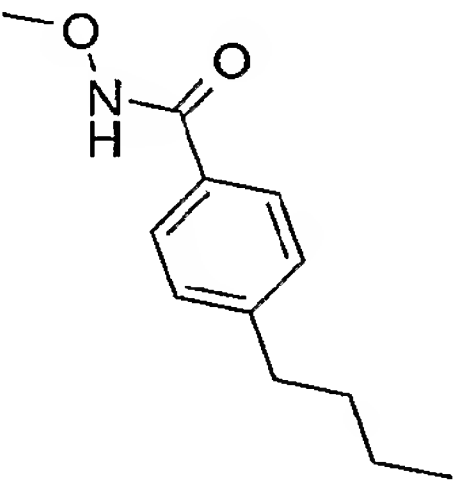
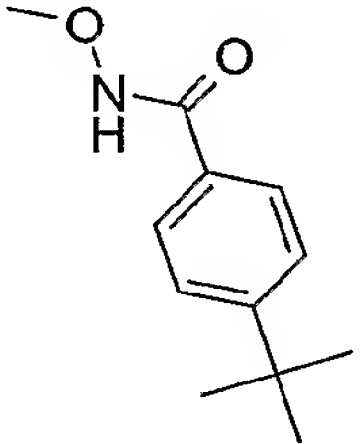
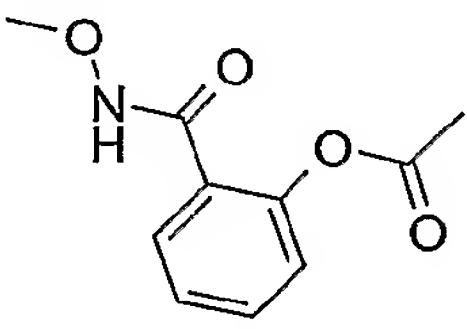
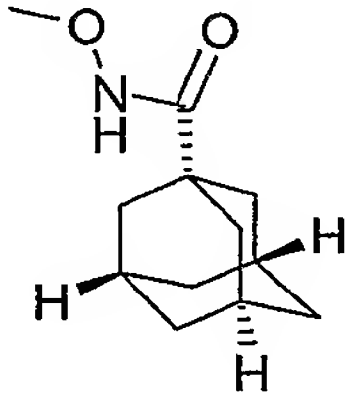
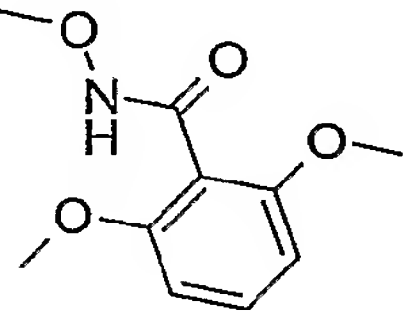
21	<i>m</i> -Toluoyl chloride		418.2261
22	Phenylacetyl chloride		418.2253
23	2-Fluorobenzoyl chloride		422.2006
24	3-Fluorobenzoyl chloride		422.2020
25	4-Fluorobenzoyl chloride		422.1982
26	3-Cyclopentylpropionyl chloride		424.2731

27	Octanoyl chloride		426.2857
28	2-Acetoxyisobutyryl chloride		428.2306
29	3-Cyanobenzoyl chloride		429.2063
30	Cinnamoyl chloride		430.2243
31	Hydrocinnamoyl chloride		432.2374
32	2-Methoxybenzoyl chloride		434.2227

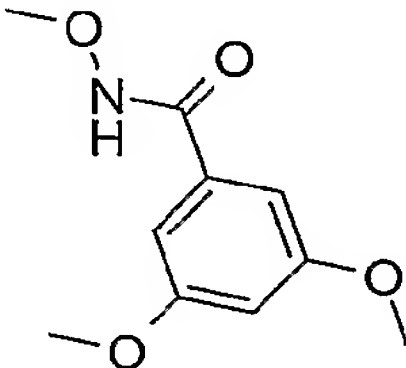
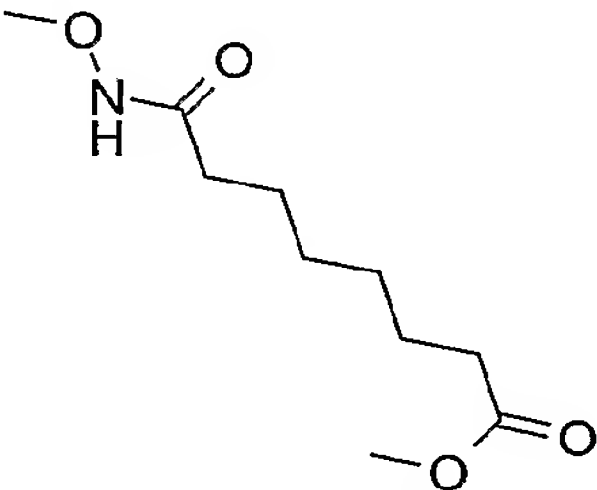
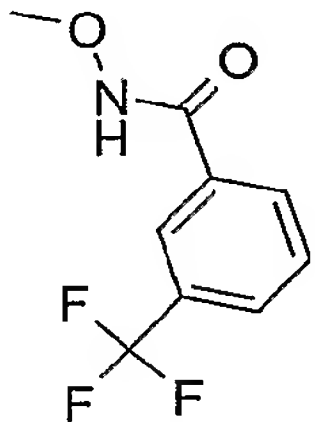
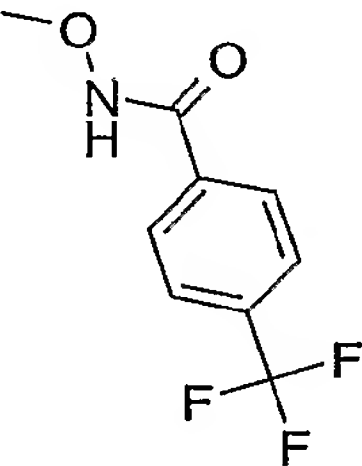
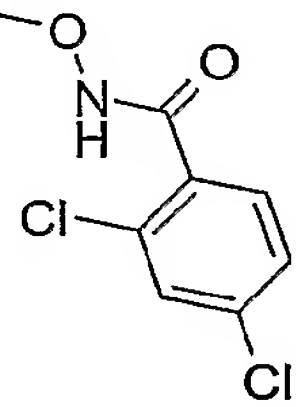
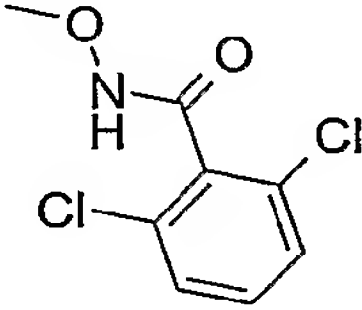
33	<i>m</i> -Anisoyl chloride		434.2213
34	<i>p</i> -Anisoyl chloride		434.2217
35	Phenoxyacetyl chloride		434.2197
36	3-Fluoro-4-methylbenzoyl chloride		436.2164
37	2-Chlorobenzoyl chloride		438.1688
38	3-Chlorobenzoyl chloride		438.1714

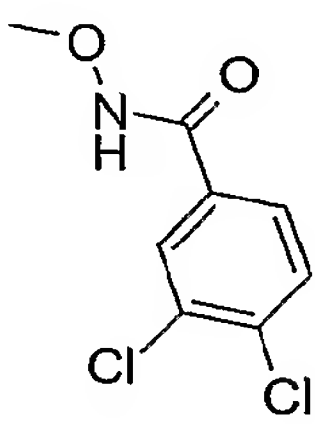
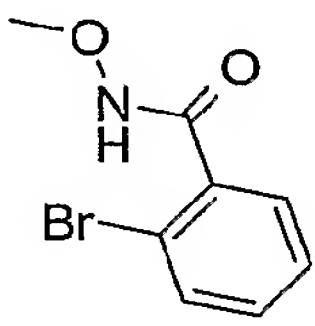
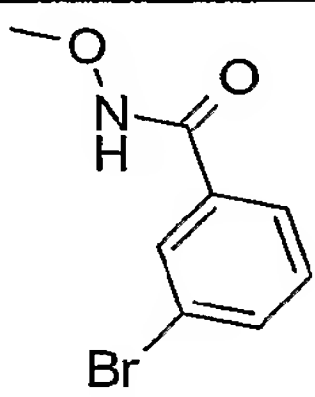
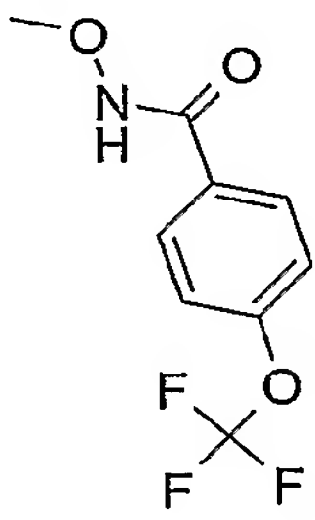
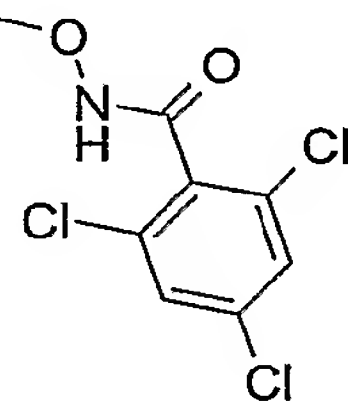
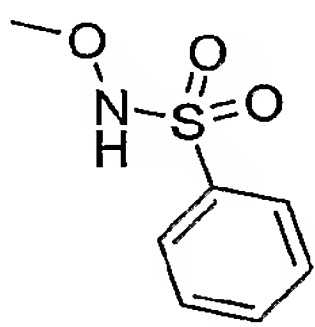
39	4-Chlorobenzoyl chloride		438.1705
40	5-Nitro-2-furoyl chloride		439.1762
41	6-Chloronicotiny chloride		439.1685
42	2,5-Difluorobenzoyl chloride		440.1900
43	2,6-Difluorobenzoyl chloride		440.1910
44	Methyladipoyl chloride		442.2446

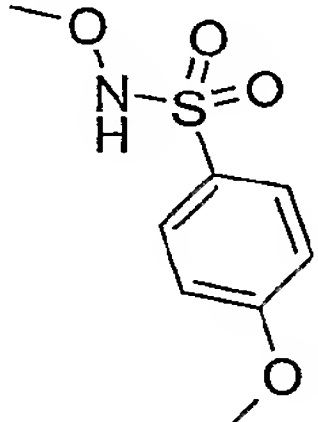
45	<i>trans</i> -2-Phenyl-1-cyclopropanecarbonyl chloride		444.2380
46	2-Phenylbutyryl chloride		446.2541
47	2-Phenoxypropionyl chloride		448.2361
48	Benzyloxyacetyl chloride		448.2356
49	(Phenylthio)acetyl chloride		450.1978
50	2-(Methylthio)nicotinyl chloride		451.1892
51	1-Naphthoyl chloride		454.2273

52	2-Naphthoyl chloride		454.2226
53	4- <i>n</i> -Butylbenzoyl chloride		460.2684
54	4- <i>tert</i> -Butylbenzoyl chloride		460.2740
55	<i>O</i> -Acetylsalicyloyl chloride		462.2137
56	1-Adamantanecarbonyl chloride		462.2875
57	2,6-Dimethoxybenzoyl chloride		464.2310



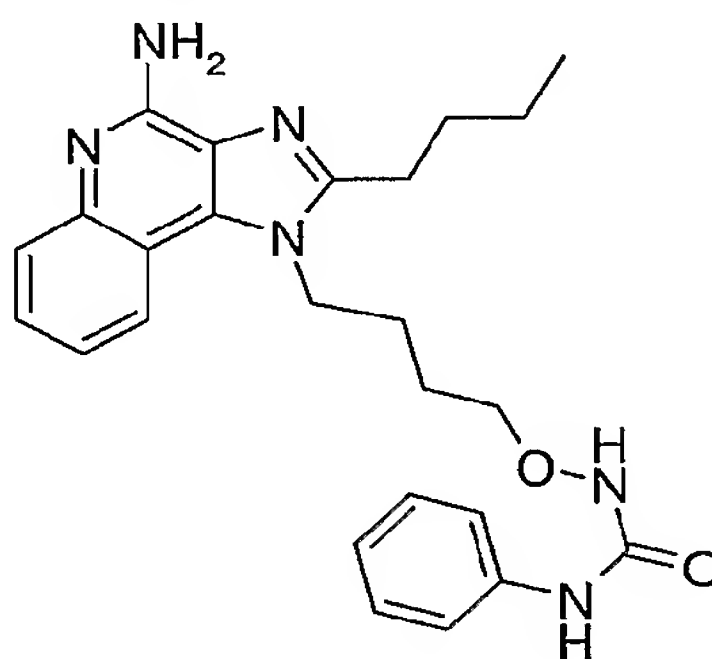
58	3,5-Dimethoxybenzoyl chloride		464.2317
59	Methyl 8-chloro-8-oxooctanoate		470.2797
60	3-(Trifluoromethyl)-benzoyl chloride		472.1980
61	4-(Trifluoromethyl)-benzoyl chloride		472.1990
62	2,4-Dichlorobenzoyl chloride		472.1285
63	2,6-Dichlorobenzoyl chloride		472.1296

64	3,4-Dichlorobenzoyl chloride		472.1337
65	2-Bromobenzoyl chloride		482.1191
66	3-Bromobenzoyl chloride		482.1184
67	4-(Trifluoromethoxy)-benzoyl chloride		488.1936
68	2,4,6-Trichlorobenzoyl chloride		506.0902
69	Benzenesulfonyl chloride		440.1761

70	4-Methoxybenzenesulfonyl chloride		470.1863
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## Example 71

*N*-[4-(4-Amino-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-*N'*-phenylurea



## 5 Part A

Triphenylphosphine (21.2 g, 80.7 mmol) and *N*-hydroxyphthalimide (13.2 g, 80.7 mmol) were added to a solution of 4-(2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butan-1-ol (16.0 g, 53.8 mmol) in tetrahydrofuran (200 mL). The mixture was stirred for five minutes and then was cooled to approximately 0 °C. Diisopropyl azodicarboxylate (19.6 g, 96.8 mmol) was added dropwise, and the reaction was allowed to warm to room temperature and stirred for three hours. An analysis by LC/MS indicated the presence of starting material, and the reaction was stirred at 60 °C overnight. An analysis by LC/MS indicated the presence of starting material, and additional triphenylphosphine, *N*-hydroxyphthalimide, and diisopropyl azodicarboxylate (26.9 mmol of each) were added to the reaction mixture. The reaction was stirred at room temperature for two hours and heated at reflux for three hours. The reaction was concentrated under reduced pressure, and the residue was dissolved in chloroform (200 mL). The resulting solution was washed with brine (3

x 150 mL), dried over magnesium sulfate, filtered through a layer of CELITE filter aid, and concentrated under reduced pressure. An analysis of the crude product mixture by LC/MS indicated that starting material was still present. The mixture was dissolved in tetrahydrofuran (200 mL) and treated with triphenylphosphine (21.2 g, 80.7 mmol), *N*-hydroxyphthalimide (13.2 g, 80.7 mmol), and diisopropyl azodicarboxylate (19.6 g, 96.8 mmol) as described above. The reaction was stirred overnight at room temperature. The product was present as a white precipitate, which was isolated by filtration and washed with tetrahydrofuran to provide 8.68 g of 2-[4-(2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-1*H*-isoindole-1,3(2*H*)-dione as a white solid.

<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 9.3 (s, 1H), 8.3 (m, 2H), 7.9 (m, 2H), 7.8 (m, 2H), 7.7 (m, 2H), 4.7 (t, *J* = 7.9 Hz, 2H), 4.3 (t, *J* = 5.8 Hz, 2H), 3.1 (t, *J* = 7.6 Hz, 2H), 2.3 (m, 2H), 2.0 (m, 4H), 1.6 (m, 2H), 1.1 (t, *J* = 7.3 Hz, 3H); MS (APCI) *m/z* 443 (M + H)<sup>+</sup>.

#### Part B

A solution of 2-[4-(2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-1*H*-isoindole-1,3(2*H*)-dione (7.65 g, 17.3 mmol) in dichloromethane (100 mL) was treated with mCPBA (4.65 g, 20.7 mmol), and the resulting orange solution was stirred for four hours at room temperature. The solution was then diluted with dichloromethane (100 mL), washed with brine (3 x 100 mL), dried over magnesium sulfate, filtered through a layer of CELITE filter aid, and concentrated under reduced pressure to provide 9.92 g of 2-[4-(2-butyl-5-oxido-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-1*H*-isoindole-1,3(2*H*)-dione as a red semi-solid.

#### Part C

A mixture of 2-[4-(2-butyl-5-oxido-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-1*H*-isoindole-1,3(2*H*)-dione (8.92 g, 19.5 mmol) in dichloroethane (100 mL) was shaken vigorously until it became homogeneous. With vigorous stirring, ammonium hydroxide (100 mL) and *p*-toluenesulfonyl chloride (4.45 g, 23.4 mmol)

were added sequentially. The reaction was stirred overnight at room temperature. The product was present as a white precipitate, which was isolated by filtration to provide 1.97 g of 1-[4-(aminooxy)butyl]-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine as a white solid.

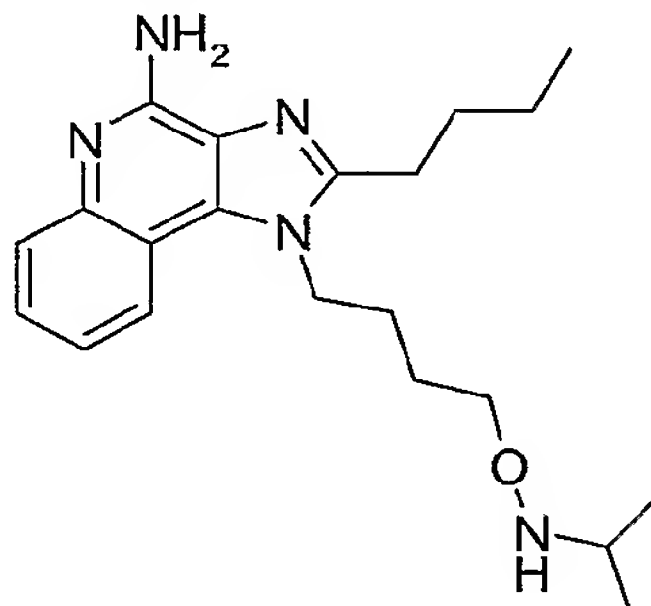
5     <sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 8.0 (d, *J* = 8.2 Hz, 1H), 7.8 (d, *J* = 8.3 Hz, 1H), 7.5 (t, *J* = 7.1 Hz, 1H), 7.3 (t, *J* = 7.1 Hz, 1H), 5.6 (br s, 2H), 5.2 (br s, 2H), 4.5 (t, *J* = 7.8 Hz, 2H), 3.8 (t, *J* = 6.2 Hz, 2H), 2.9 (t, *J* = 7.6 Hz, 2H), 1.7-2.0 (m, 6H), 1.6 (m, 2H), 1.0 (t, *J* = 7.3 Hz, 3H);  
MS (APCI) *m/z* 328 (M + H)<sup>+</sup>.

10     The filtrate with diluted with chloroform, washed with brine (3 x 100 mL), dried over magnesium sulfate, filtered through a layer of CELITE filter aid, and concentrated under reduced pressure to provide 5.72 g additional product as a red semi-solid.

15     Part D

Triethylamine (495 μL, 3.55 mmol) and phenyl isocyanate (316 mg, 1.65 mmol) were added to a mixture of 1-[4-(aminooxy)butyl]-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (580 mg, 1.77 mmol) in chloroform (10 mL). The reaction was heated at 50°C overnight and became homogeneous. The solution was diluted with  
20     chloroform, washed with brine (2x), dried over magnesium sulfate, filtered through a layer of CELITE filter aid, and concentrated under reduced pressure to provide the crude product as an orange solid (700 mg). The crude product was purified by column chromatography on silica gel (eluting with dichloromethane:methanol in ratios ranging from 100:0 to 95:5) to provide 90 mg of *N*-[4-(4-amino-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-*N'*-phenylurea as a white solid.  
25     HRMS (ESI) Theoretical mass: 447.2508, measured mass: 447.2497.

## Example 72

2-Butyl-1-{4-[(isopropylamino)oxy]butyl}-1*H*-imidazo[4,5-*c*]quinolin-4-amine

## Part A

5 Acetone (444 mg, 7.65 mmol) was added to a solution of 1-[4-(aminooxy)butyl]-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (0.500 g, 1.53 mmol), prepared as described in Parts A-C of Example 71, in methanol (7 mL), and the reaction was stirred overnight at room temperature. The solvent was removed under reduced pressure and then further dried under high vacuum to provide 358 mg  
 10 of acetone *O*-[4-(4-amino-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butyl]oxime as a white solid, mp 115-117°C.

<sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 8.0 (d, *J* = 7.8 Hz, 1H), 7.7 (d, *J* = 8.3 Hz, 1H), 7.5 (t, *J* = 8.0 Hz, 1H), 7.3 (t, *J* = 8.1 Hz, 1H), 6.5 (br s, 2H), 4.5 (t, *J* = 7.2 Hz, 2H), 4.0 (t, *J* = 6.0 Hz, 2H), 2.9 (t, *J* = 7.5 Hz, 2H), 1.9-1.6 (m, 12H), 1.5 (m, 2H), 1.1 (t, *J* = 7.3 Hz, 3H);  
 15

<sup>13</sup>C NMR (75 MHz, DMSO-*d*<sub>6</sub>) δ 154.2, 153.4, 152.0, 144.8, 132.6, 128.4, 126.6, 126.4, 121.5, 120.3, 115.1, 71.9, 44.9, 30.0, 26.8, 26.5, 25.9, 22.3, 21.6, 15.4, 14.1;  
 MS (APCI) *m/z* 368 (M + H)<sup>+</sup>;

HRMS (ESI) Theoretical mass: 368.2469, measured mass: 368.2450.

20

## Part B

Sodium cyanoborohydride (2 mL of a 1M solution in tetrahydrofuran) was added to a mixture of acetone *O*-[4-(4-amino-2-butyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butyl]oxime (358 mg, 0.974 mmol), methanol (5 mL), and acetic acid (2 mL).

The reaction was stirred overnight at ambient temperature. A precipitate was present and was removed by filtration. The filtrate was diluted with chloroform, and the resulting solution was washed twice with brine, dried over magnesium sulfate, filtered through a layer of CELITE filter aid, and concentrated under reduced pressure. The crude product was purified by column chromatography on silica gel to provide 100 mg of 2-butyl-1-{4-[(isopropylamino)oxy]butyl}-1*H*-imidazo[4,5-*c*]quinolin-4-amine as an off-white solid.

HRMS (ESI) Theoretical mass: 370.2607, measured mass: 370.2600.

10

## Examples 73-94

## Part A

A solution of 2-(2-aminoethoxy)ethanol (30.3 g, 288 mmol) in a minimal amount of dichloromethane was added dropwise to a stirred mixture of 4-chloro-3-nitroquinoline (50.0 g, 240 mmol), potassium carbonate (33.1 g, 240 mmol), and triethylamine (36.4 g mL, 360 mmol) in DMF (200 mL) at 0 °C. A yellow precipitate formed and more dichloromethane (several mL) was added. The mixture was allowed to warm to room temperature and stir overnight. A yellow solid was isolated by filtration, washed with water and dichloromethane, and dried. The filtrate was washed twice with brine, dried over magnesium sulfate, and filtered. Additional orange solid was isolated from the filtrate after concentration under reduced pressure. The solids were dried in a vacuum oven to afford 2-{2-[(3-nitroquinolin-4-yl)amino]ethoxy}ethanol.

25

## Part B

A mixture of 2-{2-[(3-nitroquinolin-4-yl)amino]ethoxy}ethanol (66.2 g, 239 mmol) and 5% platinum on carbon (7.5 g) in ethanol (250 mL) was hydrogenated at approximately 30 psi ( $2.1 \times 10^5$  Pa) on a Parr apparatus overnight. Magnesium sulfate was added to the mixture, which was then filtered through CELITE filter



agent. The filtrate was concentrated under reduced pressure to provide 43.0 g of crude 2-{2-[(3-aminoquinolin-4-yl)amino]ethoxy}ethanol as a yellow solid.

#### Part C

5           A mixture of 2-{2-[(3-aminoquinolin-4-yl)amino]ethoxy}ethanol (43.0 g, 155 mmol) and pyridine hydrochloride (1.79 g, 15.5 mmol) in toluene (200 mL) and dichloroethane (100 mL) was heated at reflux until a solution formed. The solution was allowed to cool to room temperature, then was cooled to 0 °C. Triethyl orthopropionate (30.1 g, 171 mmol) was added and the mixture was heated at reflux  
10       for 3 hours. The solution was allowed to cool to room temperature and was concentrated under reduced pressure. The residue was diluted with chloroform, and 4 M NaOH was added to adjust the pH to 9. A solid formed. The mixture was filtered, and the isolated solid dissolved when it was washed with water and chloroform. The filtrate was transferred to a separatory funnel and washed twice  
15       with brine. The combined aqueous layers were back-extracted with dichloromethane. The combined organic layers were dried over magnesium sulfate, filtered, and concentrated to provide 40.0 g of 2-[2-(2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)ethoxy]ethanol as a tan solid.

#### 20       Part D

          The general procedure described in Part A of Example 1 was used to convert 2-[2-(2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)ethoxy]ethanol (35.6 g, 125 mmol) into 2-{2-[2-(2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)ethoxy]ethoxy}-1*H*-isoindole-1,3(2*H*)-dione. For the work-up, the solvent was removed and the residue was  
25       dissolved in chloroform (300 mL). To the solution was added 6 M HCl. Some of the solvent was removed from the mixture under reduced pressure, but the product did not precipitate so the mixture was transferred to a separatory funnel. The organic layer was removed. To the aqueous layer was added 6 M NaOH (240 mL), causing a precipitate to form. The mixture was extracted with chloroform three  
30       times. The later organic layers were combined, dried over magnesium sulfate,



filtered, and concentrated under reduced pressure. The crude product was purified by flash chromatography (silica gel, gradient elution with 0-5% methanol in dichloromethane) to provide 11.0 g of 2-{2-[2-(2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)ethoxy]ethoxy}-1*H*-isoindole-1,3(2*H*)-dione.

5

#### Part E

To a solution of 2-{2-[2-(2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)ethoxy]ethoxy}-1*H*-isoindole-1,3(2*H*)-dione (11.0 g, 25.5 mmol) in chloroform (150 mL) was added mCPBA (11.4 g, 51.1 mmol). The solution was stirred at room temperature for 2 hours. Concentrated ammonium hydroxide (100 mL) was added, followed by *p*-toluenesulfonyl chloride (5.40 g, 28.1 mmol). The mixture was stirred overnight at room temperature. The mixture was transferred to a separatory funnel and was washed twice with 5% aqueous ammonium chloride and once with aqueous sodium carbonate solution, dried over magnesium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified by flash chromatography (silica gel, gradient elution with 0-5% methanol in dichloromethane) to provide 6 g of 1-{2-[2-(aminooxy)ethoxy]ethyl}-2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine.

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#### Part F

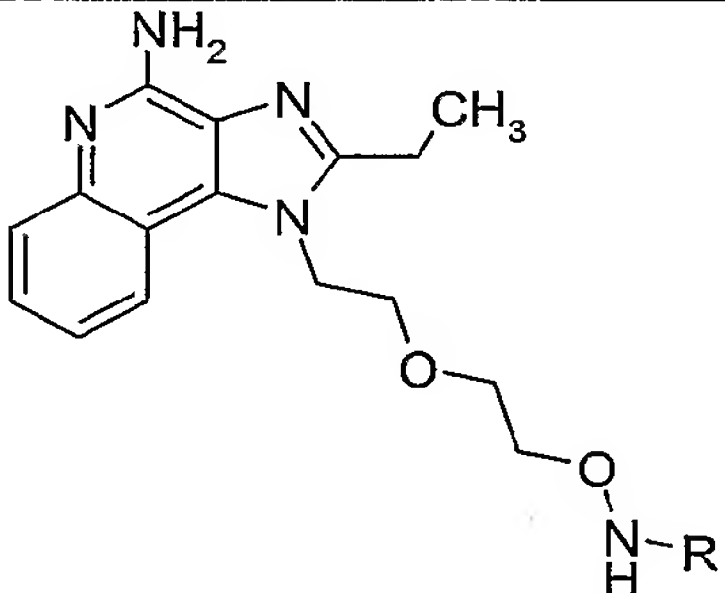
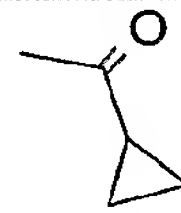
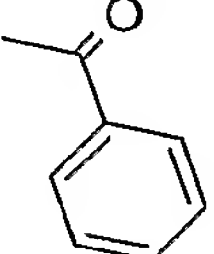
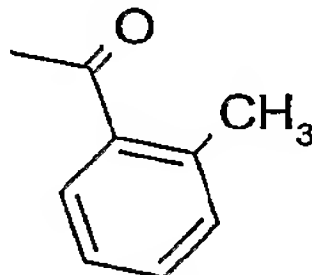
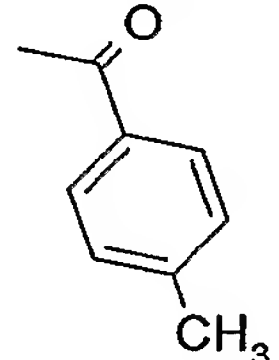
A reagent from the table below (1.1 equivalents, 0.11 mmol) was added to a test tube containing a solution of 1-{2-[2-(aminooxy)ethoxy]ethyl}-2-ethyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (31 mg, 0.10 mmol) and triethylamine (28  $\mu$ L, 0.20 mmol) in chloroform (1 mL). The test tubes were capped and placed on a shaker at ambient temperature overnight (approximately 18 hours). Two drops of water were added to each test tube, and the mixtures were vortexed. The solvent was removed from the test tubes by vacuum centrifugation.

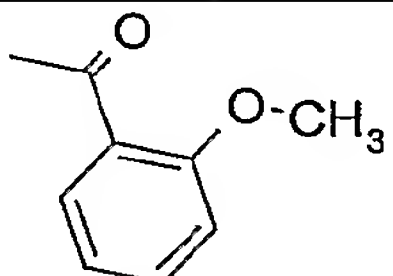
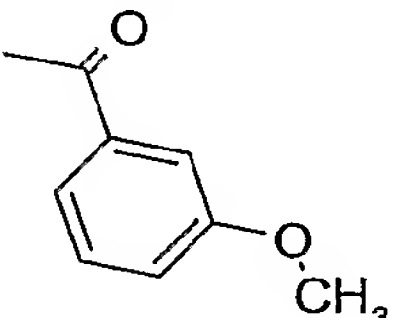
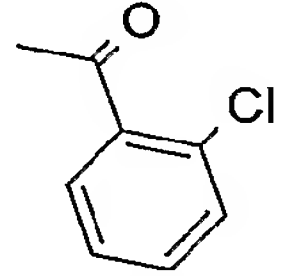
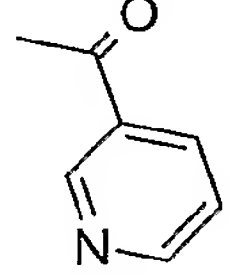
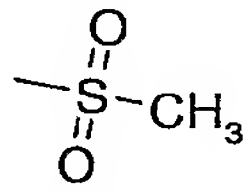
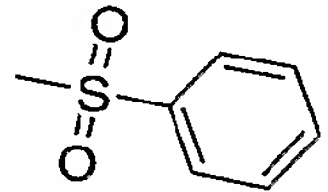
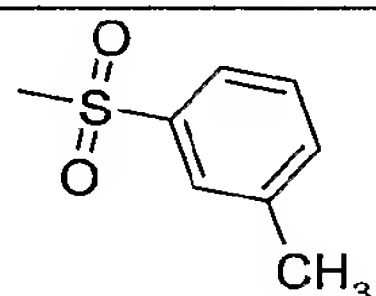
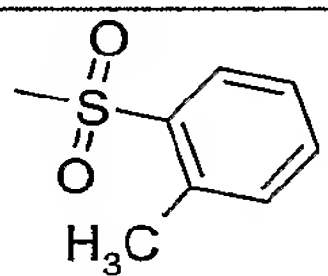
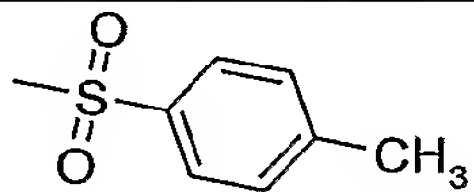
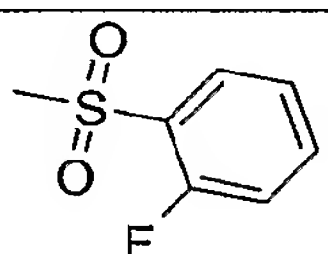
The compounds were purified by prep HPLC using a Waters FractionLynx automated purification system. The prep HPLC fractions were analyzed using a Waters LC/TOF-MS, and the appropriate fractions were centrifuge evaporated to

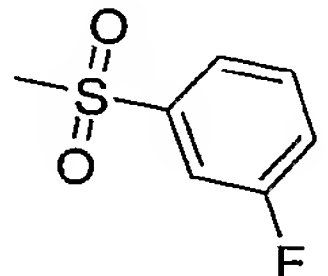
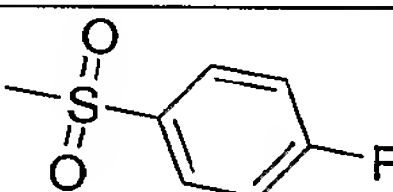
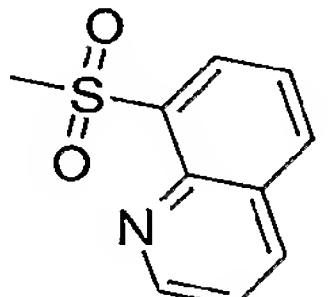
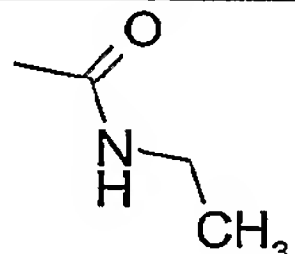
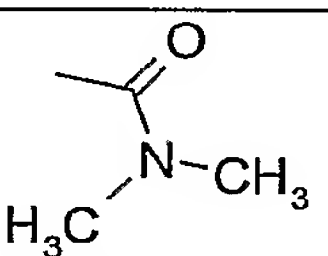
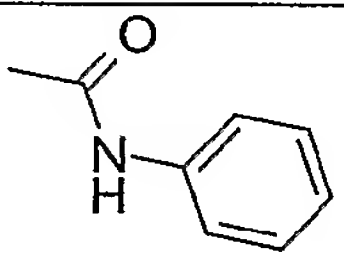
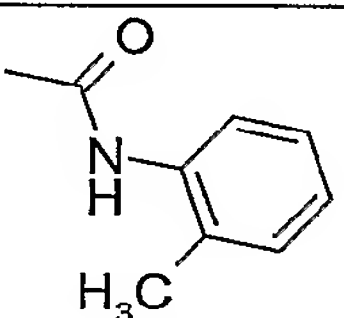
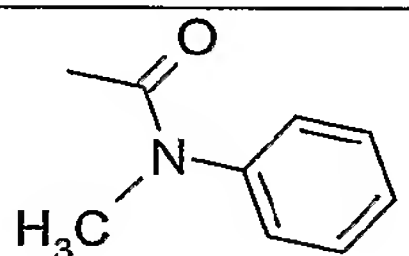
25  
30

provide the trifluoroacetate salt of the desired compound. Reversed phase preparative liquid chromatography was performed with non-linear gradient elution from 5-95% B where A is 0.05% trifluoroacetic acid/water and B is 0.05% trifluoroacetic acid/acetonitrile. Fractions were collected by mass-selective triggering. The table below shows the reagent used for each example, the structure of the resulting compound, and the observed accurate mass for the isolated trifluoroacetate salt.

## Examples 73-94

			
Example	Reagent	R	Measured Mass (M+H)
73	Cyclopropanecarbonyl chloride		384.2067
74	Benzoyl chloride		420.2043
75	<i>o</i> -Toluoyl chloride		434.2214
76	<i>p</i> -Toluoyl chloride		434.2198

77	2-Methoxybenzoyl chloride		450.2151
78	3-Methoxybenzoyl chloride		450.2173
79	2-Chlorobenzoyl chloride		454.1650
80	Nicotinoyl chloride hydrochloride		421.2003
81	Methanesulfonyl chloride		394.1568
82	Benzenesulfonyl chloride		456.1701
83	3-Methylbenzenesulfonyl chloride		470.1855
84	<i>o</i> -Toluenesulfonyl chloride		470.1853
85	<i>p</i> -Toluenesulfonyl chloride		470.1873
86	2-Fluorobenzenesulfonyl chloride		474.1583

87	3-Fluorobenzenesulfonyl chloride		474.1632
88	4-Fluorobenzenesulfonyl chloride		474.1605
89	8-Quinolinesulfonyl chloride		507.1804
90	Ethyl isocyanate		387.2171
91	<i>N,N</i> -Dimethylcarbamoyl chloride		387.2167
92	Phenyl isocyanate		435.2157
93	<i>o</i> -Tolyl isocyanate		449.2290
94	<i>N</i> -Methyl- <i>N</i> -phenylcarbamoyl chloride		449.2339

## Examples 95-104

## Part A

- 5 The general procedure described in Part A of Example 1 was used to convert 3-[2-(methoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]propan-1-ol (8.00 g, 29.5 mmol) into 2-{3-[2-(methoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]propoxy}-

1*H*-isoindole-1,3(2*H*)-dione. The work-up was similar to that described in Part A of Example 1, except that the precipitate obtained from the chloroform/6 M HCl mixture was purified by flash chromatography (silica gel, gradient elution with 0-7.5% methanol in dichloromethane) to provide 6.1 g of 2-{3-[2-(methoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]propoxy}-1*H*-isoindole-1,3(2*H*)-dione.

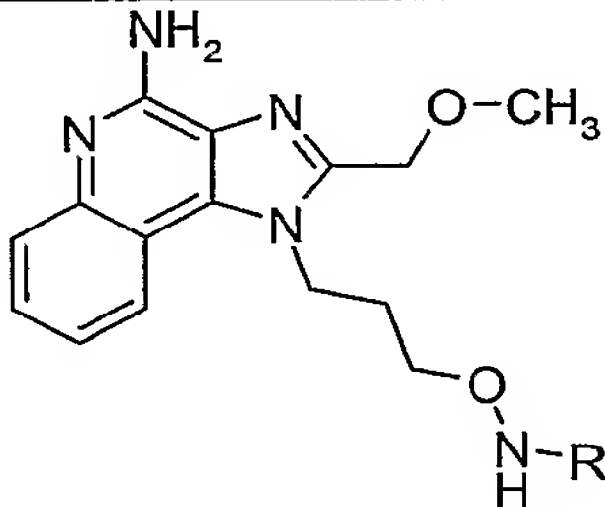

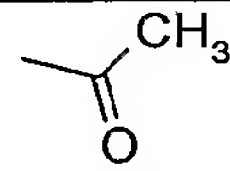
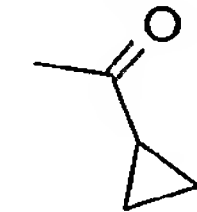
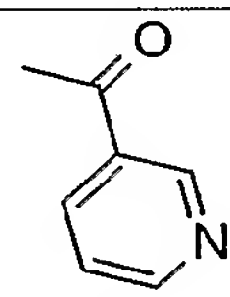
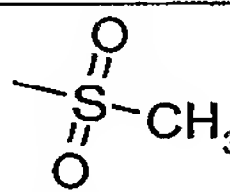
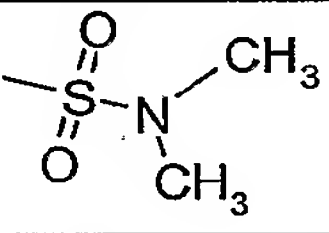
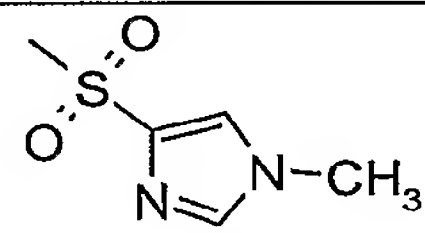
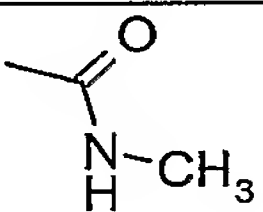
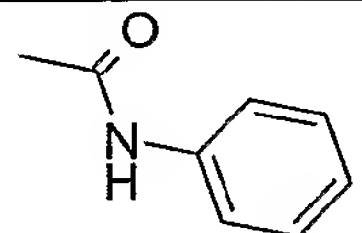
#### Part B

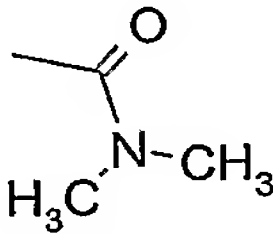
The general procedure described in Part E of Examples 73-94 was used to convert 2-{3-[2-(methoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]propoxy}-1*H*-isoindole-1,3(2*H*)-dione (6.08 g, 14.6 mmol) into 712 mg of 1-[3-(aminooxy)propyl]-2-(methoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-4-amine. The product was purified by flash chromatography (silica gel, gradient elution with 0-10% methanol in dichloromethane).

#### 15 Part C

A reagent from the table below (1.1 equivalents, 0.10 mmol) was added to a test tube containing a solution of 1-[3-(aminooxy)propyl]-2-(methoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-4-amine (27 mg, 0.9 mmol) and triethylamine (27  $\mu$ L, 0.19 mmol) in DMF (1 mL). The test tubes were capped and placed on a shaker at ambient temperature overnight (approximately 18 hours). Two drops of water were added to each test tube, and the mixtures were vortexed. The solvent was removed from the test tubes by vacuum centrifugation. The compounds were purified as described for examples 73-94. The table below shows the reagent used for each example, the structure of the resulting compound, and the observed accurate mass for the isolated trifluoroacetate salt.

## Examples 95-104

			
Example	Reagent	R	Measured Mass (M+H)
95	Starting Material – No Reagent Added		302.1640
96	Acetyl chloride		344.1734
97	Cyclopropanecarbonyl chloride		370.1913
98	Nicotinoyl chloride hydrochloride		407.1832
99	Methanesulfonyl chloride		380.1407
100	Dimethylsulfamoyl chloride		409.1692
101	1-Methylimidazole-4-sulphonyl chloride		446.1621
102	Methyl isocyanate		359.1844
103	Phenyl isocyanate		421.2004

104	<i>N,N</i> - Dimethylcarbamoyl chloride		373.1995
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## Examples 105-128

## Part A

- 5 To a solution of 4-chloro-3-nitro[1,5]naphthyridine (18.0 g, 85.9 mmol) in dichloromethane (220 mL) at room temperature was added triethylamine (15.6 mL, 112 mmol) and 3-amino-1-butanol (7.20 mL, 94.5 mmol). The solution was stirred for 4 hours and then was concentrated under reduced pressure to yield an orange solid. The solid was slurried in water (250 mL) for 30 minutes, isolated by
- 10 filtration, washed with water (3 x 30 mL), and dried at 70 °C in a vacuum oven to afford 20.9 g of 3-[(3-nitro[1,5]naphthyridin-4-yl)amino]propan-1-ol as a yellow solid.

## Part B

- 15 Acetic anhydride (7.30 mL, 77.3 mmol) was added slowly to a 0 °C solution of 3-[(3-nitro[1,5]naphthyridin-4-yl)amino]propan-1-ol (16.0 g, 64.5 mmol), 4-dimethylaminopyridine (0.39 g, 3.2 mmol), and triethylamine (12.6 mL, 90.2 mmol) in dichloromethane (250 mL). The solution was stirred at 0 °C for 45 minutes, then was diluted with dichloromethane (50 mL) and washed with saturated aqueous
- 20 sodium bicarbonate (150 mL). The aqueous layer was extracted with dichloromethane (2 x 40 mL). The organic layers were combined, dried over magnesium sulfate, filtered, and concentrated to afford 19.74 g of 3-[(3-nitro[1,5]naphthyridin-4-yl)amino]propyl acetate as a yellow solid, which contained a trace amount of triethylamine and acetic acid but was used without purification.

25

## Part C

A mixture of 3-[(3-nitro[1,5]naphthyridin-4-yl)amino]propyl acetate (12.00 g, 41.3 mmol) and 5% platinum on carbon (1.2 g) in ethyl acetate (125 mL) was

hydrogenated at 30 psi ( $2.1 \times 10^5$  Pa) on a Parr apparatus for 3 hours. The mixture was filtered through CELITE filter agent, which was rinsed with ethyl acetate (100 mL). The filtrate was concentrated to 12.7 g of 3-[(3-amino[1,5]naphthyridin-4-yl)amino]propyl acetate as a golden oil.

5

#### Part D

Butyryl chloride (4.7 mL, 45.4 mmol) was added dropwise to a solution of 3-[(3-amino[1,5]naphthyridin-4-yl)amino]propyl acetate prepared in Part C in dichloromethane (160 mL) at 0 °C. The solution was allowed to warm to room temperature and stir for 1 hour, then was concentrated under reduced pressure to provide 3-{[3-(butyrylamino)[1,5]naphthyridin-4-yl]amino}propyl acetate hydrochloride as a dark orange foam that was used directly in the next step.

10

#### Part E

To the 3-{[3-(butyrylamino)[1,5]naphthyridin-4-yl]amino}propyl acetate hydrochloride prepared in Part D was added ethanol (165 mL) and 2 M sodium hydroxide (62.0 mL, 124 mmol). The resulting solution was heated at 60 °C for 7 hours, and then was stirred at room temperature overnight. The solution was concentrated, and the resulting residue was dissolved in dichloromethane (250 mL) and washed with water (125 mL). The aqueous layer was extracted with dichloromethane (75 mL). The combined organic layers were washed with brine (100 mL), dried over magnesium sulfate, filtered, and concentrated to provide 9.24 g of 3-(2-propyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl)propan-1-ol as a brown oil.

20

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#### Part F

Diisopropyl azodicarboxylate (8.10 mL, 48.4 mmol) was added dropwise over ten minutes to a stirred solution of 3-(2-propyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl)propan-1-ol (10.9 g, 40.3 mmol), triphenylphosphine (12.7 g, 48.4 mmol), and *N*-hydroxyphthalimide (7.89 g, 48.4 mmol) in tetrahydrofuran

30



(160 mL) at 0 °C. The reaction was allowed to warm to room temperature and was stirred overnight. The solvent was removed under reduced pressure to afford an oil that was dissolved in ethyl acetate (200 mL) and extracted with 2 M HCl (3 x 100 mL). The aqueous layers were combined, and solid sodium bicarbonate was added to adjust the pH to 7. A precipitate formed that was isolated by filtration and dissolved in dichloromethane (300 mL). The solution was dried over magnesium sulfate, filtered, and concentrated to afford 17.38 g of 2-[3-(2-propyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione as a tan solid.

10

## Part G

To a solution of 2-[3-(2-propyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione (6.00 g, 14.4 mmol) in chloroform (70 mL) at room temperature was added 3-chloroperbenzoic acid (mCPBA, 3.37 g, 19.5 mmol). The reaction was stirred for 5 hours, and then concentrated ammonium hydroxide (40 mL) was added followed by portionwise addition of *p*-toluenesulfonyl chloride (3.03 g, 15.9 mmol). The mixture was stirred overnight and then was filtered to afford 3.99 g of crude product. The filtrate was diluted with brine (50 mL) and extracted with dichloromethane (2 x 20 mL). The organic layers were combined, dried over magnesium sulfate, filtered, and concentrated under reduced pressure to afford an orange solid, which was triturated with methanol and isolated by filtration to provide 0.450 g of product. The product was combined and purified by chromatography on a HORIZON HPFC system (an automated, modular high-performance flash purification product available from Biotage, Inc, Charlottesville, Virginia, USA) (silica gel, gradient elution with 0-35% CMA in chloroform where CMA is a solution of 80:18:2 chloroform:methanol:concentrated ammonium hydroxide) to afford 2.23 g of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine as a pale yellow solid.

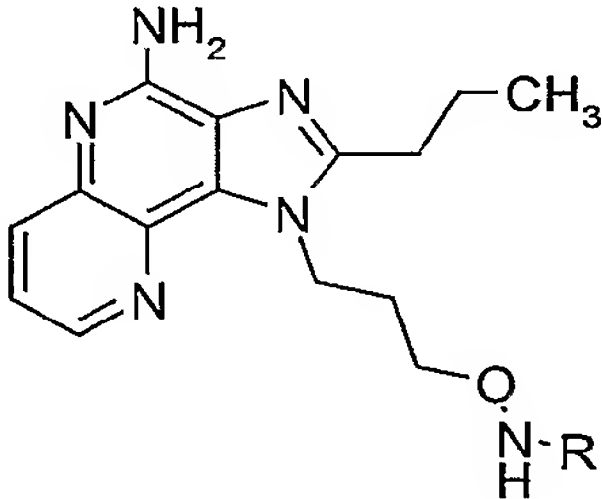
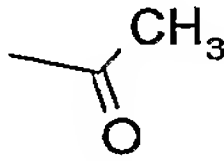
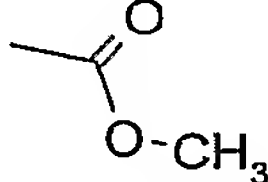
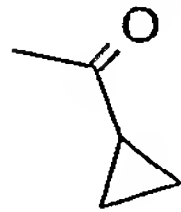
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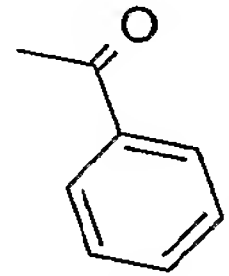
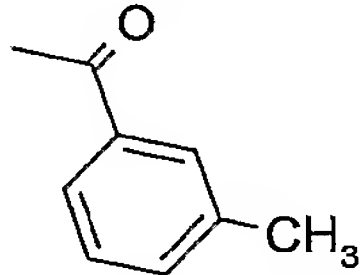
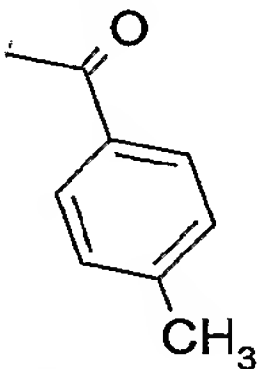
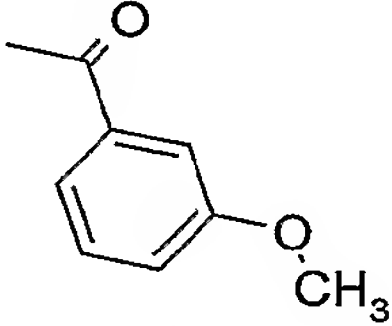
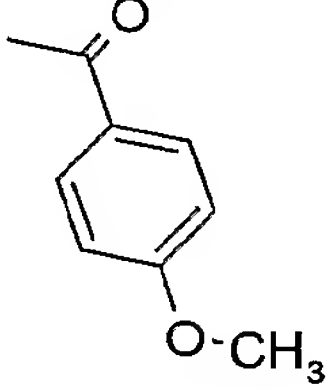
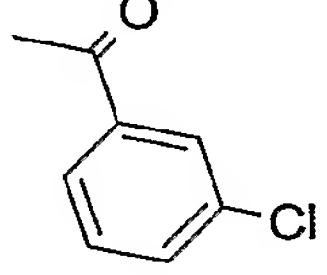
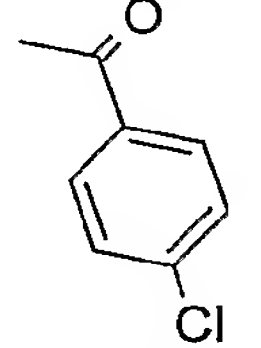
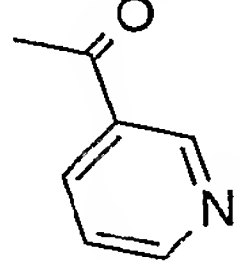
## Part H

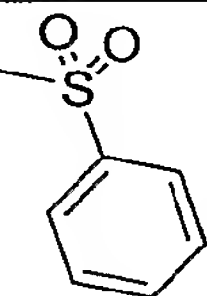
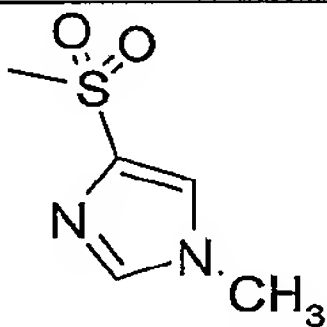
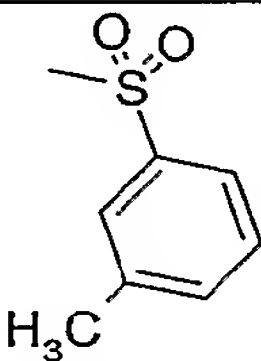
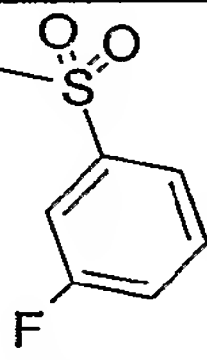
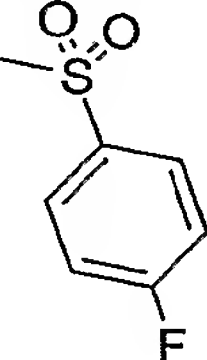
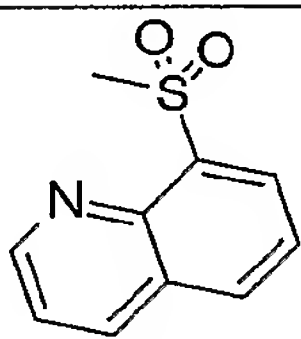
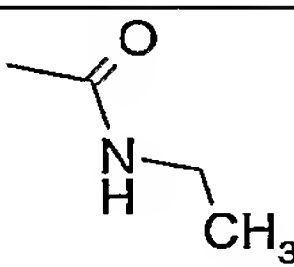
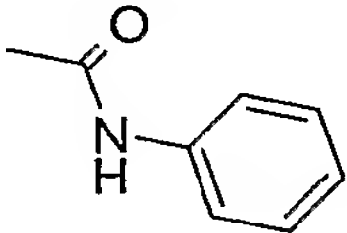
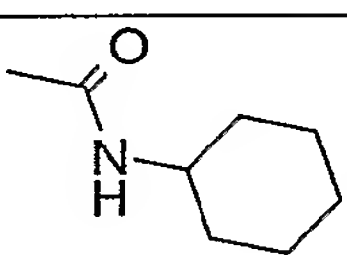
An reagent from the table below (1.1 equivalents, 0.11 mmol) was added to a test tube containing a solution of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine (30 mg, 0.10 mmol) and triethylamine (29  $\mu$ L, 0.20 mmol) in chloroform (1 mL). The test tubes were capped and placed on a shaker at ambient temperature overnight (approximately 18 hours). Two drops of water were added to each test tube, and the mixtures were vortexed. The solvent was removed from the test tubes by vacuum centrifugation.

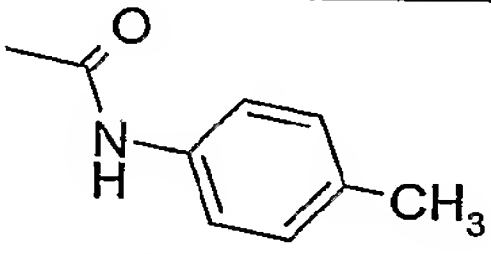
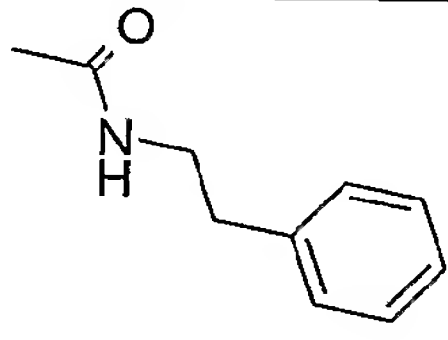
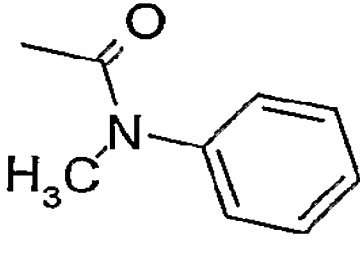
The compounds were purified as described for examples 73-94. The table below shows the reagent used for each example, the structure of the resulting compound, and the observed accurate mass for the isolated trifluoroacetate salt.

Examples 105-128

			
Example	Reagent	R	Measured Mass (M+H)
105	No Reagent Added – Starting Material Only	$\text{—H}$	301.1771
106	Acetyl chloride		343.1873
107	Methyl chloroformate		359.1843
108	Cyclopropanecarbonyl chloride		369.2055

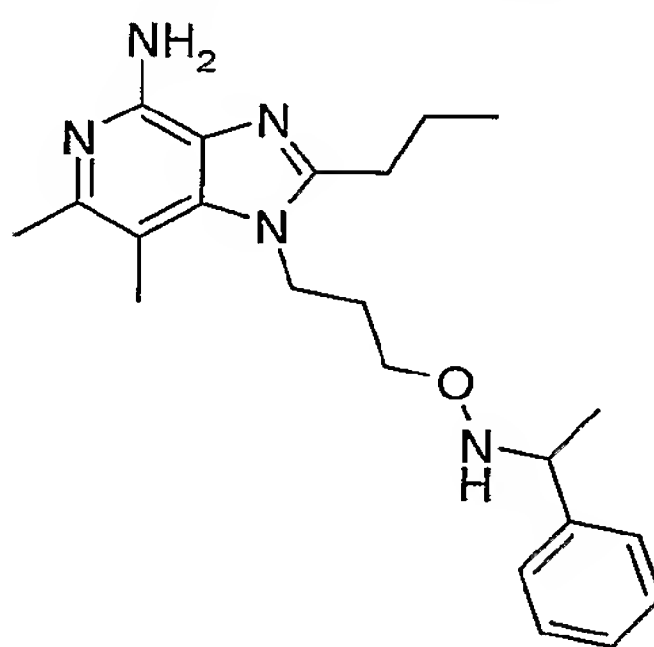
109	Benzoyl chloride		405.2065
110	<i>m</i> -Toluoyl chloride		419.2196
111	<i>p</i> -Toluoyl chloride		419.2222
112	3-Methoxybenzoyl chloride		435.2176
113	<i>p</i> -Anisoyl chloride		435.2151
114	3-Chlorobenzoyl chloride		439.1668
115	4-Chlorobenzoyl chloride		439.1639
116	Nicotinoyl chloride hydrochloride		406.2010

117	Benzenesulfonyl chloride		441.1716
118	1-Methylimidazole-4-sulphonyl chloride		445.1772
119	3-Methylbenzenesulfonyl chloride		455.1860
120	3-Fluorobenzenesulfonyl chloride		459.1635
121	4-Fluorobenzenesulfonyl chloride		459.1634
122	8-Quinolinesulfonyl chloride		492.1815
123	Ethyl isocyanate		372.2164
124	Phenyl isocyanate		420.2165
125	Cyclohexyl isocyanate		426.2618

126	<i>p</i> -Tolyl isocyanate		434.2299
127	2-Phenyl ethylisocyanate		448.2454
128	<i>N</i> -Methyl- <i>N</i> -phenylcarbonyl chloride		434.2302

## Example 129

6,7-Dimethyl-1-(3-{[(1-phenylethyl)amino]oxy}propyl)-2-propyl-1*H*-imidazo[4,5-*c*]pyridin-4-amine



5

## Part A

3-Amino-1-propanol (6.92 mL, 90.5 mmol) was added dropwise to a stirred solution of 2,4-dichloro-5,6-dimethyl-3-nitropyridine (20.0 g, 90.5 mmol) and triethylamine (18.9 mL, 136 mmol) in DMF (300 mL) at room temperature. After 16 hours, the solvent was removed under reduced pressure and the resulting oil was partitioned between ethyl acetate (450 mL) and water (50 mL). The layers were separated and the organic layer was washed with water (3 x 50 mL). The combined aqueous layers were back-extracted with ethyl acetate (2 x 30 mL). The combined organic layers were dried over magnesium sulfate, filtered, and concentrated under reduced pressure. The resulting orange solid was triturated with hexanes/ethyl

15

acetate (2:1) and was isolated by filtration to yield 12.43 g of 3-[(2-chloro-5,6-dimethyl-3-nitropyridin-4-yl)amino]propan-1-ol as a yellow solid.

#### Part B

5           A mixture of 3-[(2-chloro-5,6-dimethyl-3-nitropyridin-4-yl)amino]propan-1-ol (12.4 g, 47.8 mmol), sodium azide (6.20 g, 95.5 mmol), and cerium (III) chloride heptahydrate (8.90 g, 23.9 mmol) in 9:1 acetonitrile:water (160 mL) was heated at reflux for 16 hours, then was allowed to cool to room temperature. DMF was added and the mixture was filtered. The filter cake was washed with DMF. The filtrate  
10           was concentrated under reduced pressure to give an orange solid that was triturated with ethyl acetate and isolated by filtration to yield 9.60 g of 3-[(5,6-dimethyl-8-nitrotetraazolo[1,5-*a*]pyridin-7-yl)amino]propan-1-ol as a yellow solid.

#### Part C

15           A mixture of 3-[(5,6-dimethyl-8-nitrotetraazolo[1,5-*a*]pyridin-7-yl)amino]propan-1-ol (4.00 g, 15.0 mmol) and 10% palladium on carbon (0.40 g) in acetonitrile (75 mL) was hydrogenated at 50 psi ( $3.5 \times 10^5$  Pa) on a Parr apparatus for 16 hours. The mixture was filtered through CELITE filter agent, which was rinsed with methanol. The filtrate was concentrated under reduced pressure to yield  
20           3.48 g of 3-[(8-amino-5,6-dimethyltetraazolo[1,5-*a*]pyridin-7-yl)amino]propan-1-ol.

#### Part D

          A mixture of 3-[(8-amino-5,6-dimethyltetraazolo[1,5-*a*]pyridin-7-yl)amino]propan-1-ol (3.45 g, 14.6 mmol), pyridine hydrochloride (0.64 g, 5.5  
25           mmol) and trimethyl orthobutyrate (2.60 mL, 16.1 mmol) in toluene (100 mL) was heated to reflux. Additional trimethyl orthobutyrate (1.1 equivalents) was added. The mixture was heated at reflux for 16 hours. The mixture was allowed to cool to room temperature, and 3.21 g of the product, 3-(5,6-dimethyl-8-propyl-7*H*-imidazo[4,5-*c*]tetraazolo[1,5-*a*]pyridin-7-yl)propan-1-ol, was isolated by filtration.

30

## Part E

Diisopropyl azodicarboxylate (372  $\mu$ L, 1.89 mmol) was added to a stirred solution of 3-(5,6-dimethyl-8-propyl-7*H*-imidazo[4,5-*c*]tetraazolo[1,5-*a*]pyridin-7-yl)propan-1-ol (500 mg, 1.72 mmol), triphenylphosphine (496 mg, 1.89 mmol), and  
5 *N*-hydroxyphthalimide (308 mg, 1.89 mmol) in DMF (17 mL) at room temperature. After 4 hours, the solvent was removed under reduced pressure to afford an oil that was triturated with ethyl acetate to generate a pink solid. The solid was isolated by filtration and washed with ethyl acetate to yield 630 mg of 2-[3-(5,6-dimethyl-8-propyl-7*H*-imidazo[4,5-*c*]tetraazolo[1,5-*a*]pyridin-7-yl)propoxy]-1*H*-isoindole-  
10 1,3(2*H*)-dione as a pink powder.

## Part F

A solution of 2-[3-(5,6-dimethyl-8-propyl-7*H*-imidazo[4,5-*c*]tetraazolo[1,5-*a*]pyridin-7-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione (8.50 g, 19.6 mmol) and  
15 triphenylphosphine (10.3 g, 39.2 mmol) in 1,2-dichlorobenzene (200 mL) was heated at 125 °C for 2 days, then was allowed to stand at room temperature for 3 days. The solvent was removed under reduced pressure. To the resulting residue was added methanol (40 mL) and 1 M HCl (20 mL). The solution was heated at 50 °C for 5 h, then was allowed to cool to room temperature and was concentrated  
20 under reduced pressure. Water (20 mL) was added and the mixture was extracted with chloroform (3 x 10 mL). NaOH (1 M) was added to the aqueous layer to adjust the pH to 11. The aqueous layer was extracted with chloroform (4 x 30 mL). The combined organic layers were dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified by chromatography on a  
25 HORIZON HPFC system (silica gel, gradient elution with CMA in chloroform) to yield 1.00 g of 1-[3-(aminooxy)propyl]-6,7-dimethyl-2-propyl-1*H*-imidazo[4,5-*c*]pyridin-4-amine.



## Part G

A solution of 1-[3-(aminooxy)propyl]-6,7-dimethyl-2-propyl-1*H*-imidazo[4,5-*c*]pyridin-4-amine (0.64 g, 2.3 mmol) and acetophenone (325  $\mu$ L, 2.76 mmol) in methanol (23 mL) was stirred overnight at room temperature, then heated at 50 °C for 4 hours. Pyridine hydrochloride (100 mg) was added to the solution and stirring was continued at 50 °C overnight. Additional pyridine hydrochloride was added and the solution was heated at reflux for 5 hours. The solvent was removed under reduced pressure and the resulting off-white solid was partitioned between chloroform (100 mL) and saturated aqueous sodium carbonate (30 mL). The aqueous layer was extracted with chloroform (3 x 30 mL). The combined organic layers were washed with saturated aqueous sodium carbonate (2 x 20 mL), dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified by chromatography on a HORIZON HPFC system (silica gel, gradient elution with 5-30% CMA in chloroform) to yield a solid that was triturated with acetonitrile and dried under vacuum at 70 °C overnight to provide 105 mg of (1*E*)-1-phenylethanone *O*-[3-(4-amino-6,7-dimethyl-2-propyl-1*H*-imidazo[4,5-*c*]pyridin-1-yl)propyl]oxime as a white powder, mp 125.0-127.0 °C. Anal. Calcd for C<sub>22</sub>H<sub>29</sub>N<sub>5</sub>O: C, 69.63; H, 7.70; N, 18.45. Found: C, 69.41; H, 7.73; N, 18.36.

The product was obtained as a 9:1 mixture of *E*:*Z* isomers.

## Part H

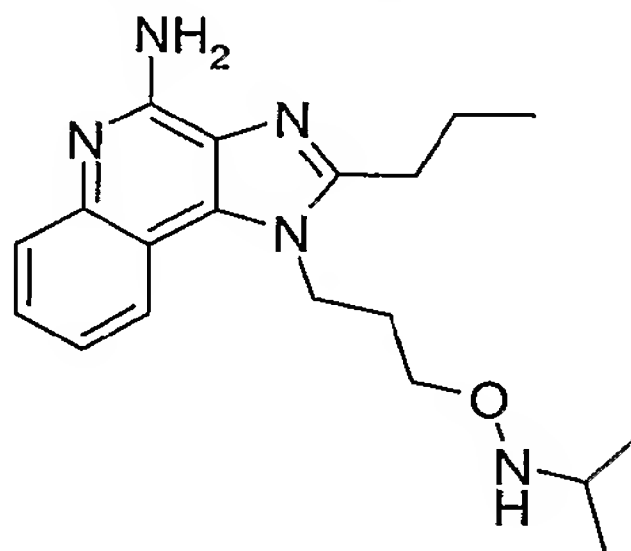
A solution of sodium cyanoborohydride in tetrahydrofuran (1 M, 16 mL, 16 mmol) was added to a solution of (1*E*)-1-phenylethanone *O*-[3-(4-amino-6,7-dimethyl-2-propyl-1*H*-imidazo[4,5-*c*]pyridin-1-yl)propyl]oxime (620 mg, 1.63 mmol) in methanol (16 mL) and acetic acid (8 mL) at room temperature. The solution was stirred for 4 days and more acetic acid (4 mL) and sodium cyanoborohydride in tetrahydrofuran (1 M, 5 mL) were added. After stirring overnight, the solution was heated at 50 °C for 1 day. The solution was concentrated under reduced pressure, and then acetic acid was added until the



reaction solution was pH 4. Additional methanol (16 mL) and sodium cyanoborohydride in tetrahydrofuran (1 M, 16 mL) were added as well. The reaction was stirred overnight, and methyl orange was added. To the yellow solution was added concentrated hydrochloric acid until the solution was red. The reaction was stirred for 3 days at room temperature and then was heated at 50 °C for 1 day. More sodium cyanoborohydride in tetrahydrofuran (1 M, 10 mL) was added and the reaction was stirred at room temperature for 5 days. The reaction mixture was filtered, and the filter cake was washed with methanol. The filtrate was concentrated under reduced pressure. The residue was partitioned between chloroform (30 mL) and saturated aqueous sodium bicarbonate (10 mL). To the mixture was added 1 M aqueous sodium hydroxide to adjust the pH to 10. The phases were separated and the aqueous phase was extracted with chloroform (3 x 10 mL). The organic fractions were combined, washed with saturated aqueous sodium bicarbonate, dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified twice by chromatography on a HORIZON HPFC system (silica gel, gradient elution with 5-30% CMA in chloroform, then 5-25% CMA in chloroform) to afford 6,7-dimethyl-1-(3-[(1-phenylethyl)amino]oxy}propyl)-2-propyl-1*H*-imidazo[4,5-*c*]pyridin-4-amine as a yellow oil.

HRMS (EI) calcd for C<sub>22</sub>H<sub>31</sub>N<sub>5</sub>O 382.2607, found 382.2608.

## Example 130

1-{3-[(Isopropylamino)oxy]propyl}-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine

## Part A

5 A mixture of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (prepared as described in Example 1, 0.605 g, 2.02 mmol) in methanol was heated until the starting material dissolved. Acetone (3 mL, 40 mmol) was then added, and the resulting solution was stirred for two hours. The reaction was then concentrated under reduced pressure, and the residue (800 mg) was purified by

10 column chromatography on silica gel (25 g, eluting sequentially with 98:2 dichloromethane:methanol and 95:5 dichloromethane:methanol) to provide 600 mg of acetone *O*-[3-(4-amino-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propyl]oxime as a beige powder, mp 147-150 °C.

Anal. Calcd for C<sub>19</sub>H<sub>25</sub>N<sub>5</sub>O•0.35H<sub>2</sub>O: C, 66.00; H, 7.49; N, 20.26. Found: C,

15 66.34; H, 7.34; N, 19.88.

## Part B

Acetic acid (10 mL) followed by 1 M sodium cyanoborohydride in tetrahydrofuran (11.05 mL, 11.05 mmol) was added to a stirred solution of acetone

20 *O*-[3-(4-amino-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propyl]oxime (1.50 g, 4.42 mmol) in methanol (10 mL). The reaction was stirred overnight at room temperature and then was concentrated under reduced pressure. The residue was diluted with water (100 mL) and the pH was adjusted with solid sodium hydroxide to pH 6. The mixture was extracted with chloroform (2 x 100 mL). The organic layers

25 were combined, dried over magnesium sulfate, filtered, and concentrated under

reduced pressure to yield 1.31 g of 1-{3-[(isopropylamino)oxy]propyl}-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine.

MS (APCI)  $m/z$  342 ( $M + H$ )<sup>+</sup>.

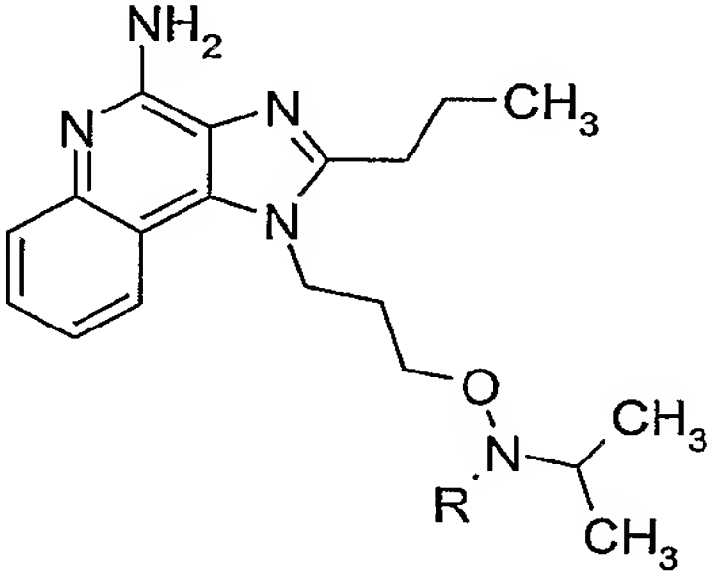
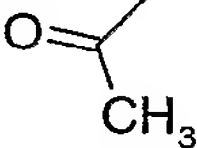
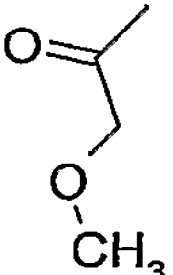
5

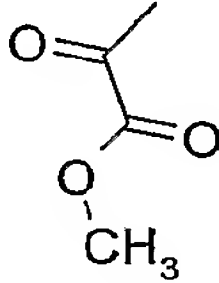
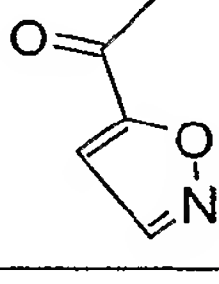
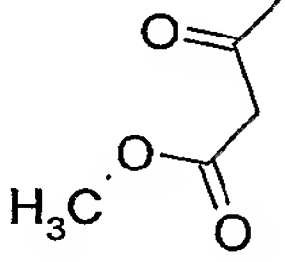
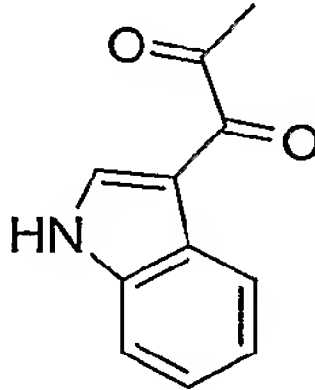
## Examples 131-136

A reagent from the table below (1.1 equivalents, 0.11 mmol) was added to a test tube containing a solution of 1-{3-[(isopropylamino)oxy]propyl}-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (34 mg, 0.10 mmol) and *N,N*-diisopropylethylamine (22  $\mu$ L, 0.12 mmol) in chloroform (2 mL). The test tubes  
 10 were capped and placed on a shaker at ambient temperature overnight (approximately 18 hours). The solvent was removed from the test tubes by vacuum centrifugation.

The compounds were purified as described for Examples 73-94. The table  
 15 below shows the reagent used for each example, the structure of the resulting compound, and the observed accurate mass for the isolated trifluoroacetate salt.

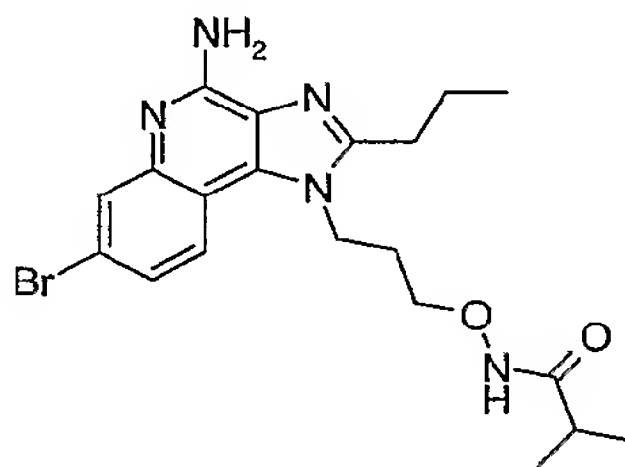
## Examples 131-136

			
Example	Reagent	R	Measured Mass (M+H)
131	Acetyl chloride		384.2426
132	Methoxyacetyl chloride		414.2527

133	Methyl oxalyl chloride		428.2288
134	Isoxazole-5-carbonyl chloride		437.2271
135	Methyl malonyl chloride		442.2439
136	(1 <i>H</i> -Indol-3-yl)-oxo-acetyl chloride		513.2630

## Example 137

*N*-[3-(4-Amino-7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-2-methylpropanamide



5

## Part A

A mixture of triethyl orthoformate (154 g, 1.04 mol) and 2,2-dimethyl-1,3-dioxane-4,6-dione (Meldrum's acid, 142 g, 0.983 mol) was heated to 55 °C for 4 hours. After cooling to 50 °C, a solution of 3-bromoaniline (162.6 g, 0.945 mol) in ethanol (300 mL) was added such that the temperature of the reaction was maintained between 50-55 °C. After half of the 3-bromoaniline had been added, stirring became difficult due to the formation of solids, so more ethanol (1 L) was

10

added to facilitate stirring. Upon complete addition, the reaction was cooled to room temperature, and the solids were collected by filtration. The filter cake was washed with ice cold ethanol until the washings were nearly colorless, and the product was dried at 65 °C under vacuum to afford 287 g of 5-[(3-bromophenylimino)methyl]-2,2-dimethyl-1,3-dioxane-4,6-dione as an off-white solid.

<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 11.19 (brd, *J* = 12.8 Hz, 1H), 8.60 (d, *J* = 14.0 Hz, 1H), 7.44-7.38 (m, 2H), 7.30 (t, *J* = 8.0 Hz, 1H), 7.18 (ddd, *J* = 8.0, 2.2, 0.9 Hz, 1H), 1.75 (s, 6H).

#### 10 Part B

7-Bromoquinolin-4-ol was prepared in accordance with the literature procedure (D. Dibyendu et al., *J. Med. Chem.*, 41, 4918-4926 (1998)) or by thermolysis of 5-[(3-bromophenylimino)methyl]-2,2-dimethyl-1,3-dioxane-4,6-dione in DOWTHERM A heat transfer fluid and had the following spectral properties:

<sup>1</sup>H NMR (300 MHz, d<sub>6</sub>-DMSO) δ 11.70 (brs, 1H), 8.00 (d, *J* = 8.7 Hz, 1H), 7.92 (d, *J* = 7.5 Hz, 1H), 7.74 (d, *J* = 1.9 Hz, 1H), 7.44 (dd, *J* = 8.7, 1.9 Hz, 1H), 6.05 (d, *J* = 7.5 Hz, 1H).

#### 20 Part C

A stirred suspension of 7-bromoquinolin-4-ol (162 g, 0.723 mol) in propionic acid (1500 mL) was brought to 110 °C. Nitric acid (85 g of 70%) was added dropwise over 1 hour such that the temperature was maintained between 110-115 °C. After half of the nitric acid had been added, stirring became difficult due to the formation of solids and an additional 200 mL of propionic acid was added. Upon complete addition, the reaction was stirred for 1 hour at 110°C, cooled to room temperature, and the solid was collected by filtration. The filter cake was washed with ice cold ethanol until the washings were nearly colorless (800 mL), and the product was dried at 60 °C under vacuum to afford 152 g of 7-bromo-3-nitro-quinolin-4-ol as a pale yellow solid.

<sup>1</sup>H NMR (300 MHz, d<sub>6</sub>-DMSO) δ 13.0 (brs, 1H), 9.22 (s, 1H), 8.15 (d, *J* = 8.4 Hz, 1H), 7.90 (d, *J* = 1.6 Hz, 1H), 7.66 (dd, *J* = 8.7, 1.9 Hz, 1H).

Part D

5           7-Bromo-3-nitroquinolin-4-ol (42 g, 156 mmol) was suspended in POCl<sub>3</sub> (130 mL) and brought to 102 °C under an atmosphere of N<sub>2</sub>. After 45 min, all of the solids had dissolved, so the reaction was cooled to room temperature. The resulting solids were collected by filtration, washed with H<sub>2</sub>O, and then partitioned with CH<sub>2</sub>Cl<sub>2</sub> (3 L) and 2M Na<sub>2</sub>CO<sub>3</sub> (500 mL). The organic layer was separated, washed  
10 with H<sub>2</sub>O (1x), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure to afford 33.7 g of 7-bromo-4-chloro-3-nitroquinoline as a beige solid.  
<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 9.26 (s, 1H), 8.41 (d, *J* = 1.8 Hz, 1H), 8.30 (d, *J* = 9.0 Hz, 1H), 7.90 (dd, *J* = 8.9, 2.1 Hz, 1H).

15       Part E

To a solution of 7-bromo-4-chloro-3-nitroquinoline (10.00 g, 34.78 mmol) in dichloromethane (140 mL) was added triethylamine (10.2 mL, 73.1 mmol). The solution was cooled to 0 °C, and 3-amino-1-butanol (2.80 mL, 36.5 mmol) was added. The solution was stirred overnight at ambient temperature and then filtered  
20 to collect a precipitate. The precipitate was washed with dichloromethane and water. The filtrate was washed with saturated aqueous sodium bicarbonate and then added to the precipitate. The mixture was concentrated under reduced pressure. Methanol and toluene were added several times and removed under reduced pressure. The resulting solid was dried under high vacuum to provide 11.34 g of 3-  
25 [(7-bromo-3-nitroquinolin-4-yl)amino]propan-1-ol as a yellow solid.

Part F

A solution of sodium dithionate (27.5 g, 158 mmol) in water (60 mL) was added to a solution of 3-[(7-bromo-3-nitroquinolin-4-yl)amino]propan-1-ol (10.3 g,  
30 31.6 mmol) in ethanol (175 mL), and the mixture was stirred vigorously for four

hours at ambient temperature. The solvent was removed under reduced pressure, and the residue was partitioned between dichloromethane/chloroform/methanol (500 mL) and saturated aqueous sodium bicarbonate (200 mL). The aqueous layer was separated and extracted with chloroform (5 x 200 mL), and the combined organic  
5 fractions were dried over sodium sulfate, filtered, and concentrated under reduced pressure to provide 7.27 g of 3-[(3-amino-7-bromoquinolin-4-yl)amino]propan-1-ol.

#### Part G

A mixture of 3-[(3-amino-7-bromoquinolin-4-yl)amino]propan-1-ol (7.2 g, 24 mmol), pyridine hydrochloride (1.05 g, 9.09 mmol) and trimethyl orthobutyrate (4.05 mL, 25.5 mmol) in toluene (240 mL) was heated at reflux for two hours under an atmosphere of nitrogen. The solvent was removed under reduced pressure, and the residue was dissolved in methanol (100 mL). Aqueous sodium hydroxide (15 mL of 6 M) was added to the solution, and the resulting mixture was stirred for two  
15 hours at ambient temperature. A portion of the solvent was removed under reduced pressure, and the resulting mixture was adjusted to pH 7 with the addition of 6 N hydrochloric acid. The mixture was then extracted with chloroform (4 x 150 mL), and the combined extracts were washed sequentially with saturated aqueous sodium bicarbonate (40 mL) and brine (30 mL), dried over magnesium sulfate, filtered, and  
20 concentrated under reduced pressure. An analysis by nuclear magnetic resonance spectroscopy indicated the presence of starting material, and the procedure was repeated using 1 mL trimethyl orthobutyrate and heating at reflux for one hour. Following the work-up procedure, the resulting solid was triturated with ethyl acetate and isolated by filtration to provide 7.30 g of 3-(7-bromo-2-propyl-1*H*-  
25 imidazo[4,5-*c*]quinolin-1-yl)propan-1-ol.

#### Part H

A modification of the method described in Part A of Example 1 was followed using 3-(7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propan-1-ol  
30 (4.60 g, 13.2 mmol), triphenylphosphine (4.17 g, 15.9 mmol), diisopropyl



azodicarboxylate (3.13 mL, 15.9 mmol), and *N*-hydroxyphthalimide (2.59 g, 15.9 mmol). After the solvent was removed under reduced pressure, the residue was dissolved in chloroform (200 mL), washed sequentially with saturated aqueous sodium bicarbonate (2 x 30 mL) and brine (20 mL), dried over magnesium sulfate, filtered, and concentrated under reduced pressure. The crude product was triturated twice with ethyl acetate to provide 4.68 g of 2-[3-(7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione.

#### Part I

To a solution of 2-[3-(7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-1*H*-isoindole-1,3(2*H*)-dione (1.00 g, 2.03 mmol) in chloroform (20 mL) at room temperature and under an atmosphere of nitrogen was added mCPBA (1.00 g, 4.06 mmol). The reaction was stirred for 2 hours, then was cooled to 0 °C. Concentrated ammonium hydroxide (1 mL) was added followed by *p*-toluenesulfonyl chloride (111 mg, 0.58 mmol) in portions. The mixture was stirred for 1.5 hours at 0 °C and then filtered to remove a solid, which was washed with chloroform. The filtrate was washed with brine (2 x 10 mL), dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified by chromatography on a HORIZON HPFC system (silica gel, gradient elution with 0-35% CMA in chloroform) to afford 300 mg of 1-[3-(aminooxy)propyl]-7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine.

#### Part J

Triethylamine (120 µL), 0.86 mmol) was added to a solution of 1-[3-(aminooxy)propyl]-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-4-amine (300 mg, 0.79 mmol) in 1-methyl-2-pyrrolidinone at -5 °C. Isobutyryl chloride (83 µL, 0.79 mmol) was then added and the solution was stirred for 3 hours at room temperature. The reaction was diluted with chloroform (200 mL), washed with water (2 x 30 mL) and brine (20 mL), dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude product was triturated with acetonitrile and then

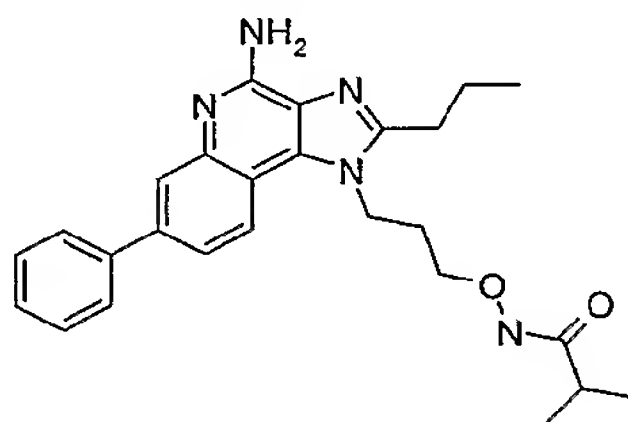


recrystallized from ethyl acetate. A portion of the product (55 mg) was recrystallized from acetonitrile, triturated with dichloromethane, and dried under vacuum at 100 °C overnight to provide 34 mg of *N*-[3-(4-amino-7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-2-methylpropanamide as a white powder, mp 176.0-178.0 °C.

Anal. Calcd for C<sub>20</sub>H<sub>26</sub>BrN<sub>5</sub>O<sub>2</sub>: C, 53.58; H, 5.85; N, 15.62. Found: C, 53.26; H, 5.75; N, 15.29.

#### Example 138

*N*-[3-(4-Amino-7-phenyl-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-2-methylpropanamide



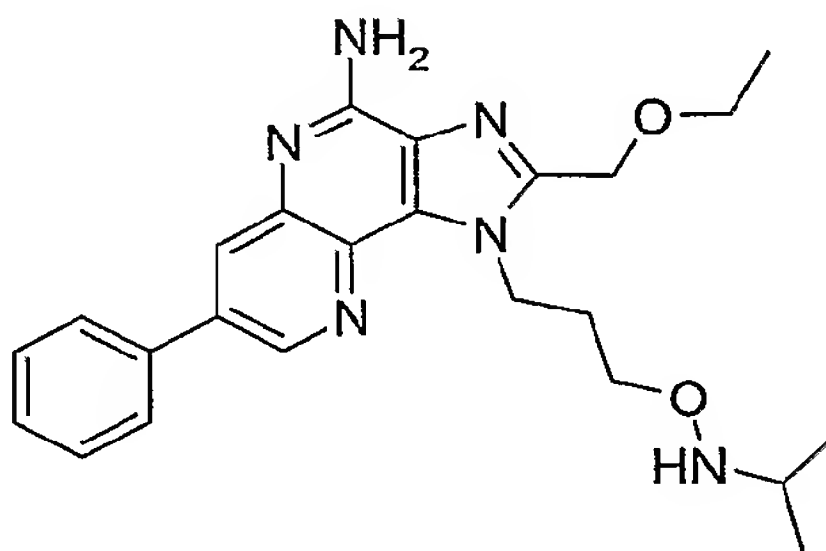
Under a nitrogen atmosphere, *N*-[3-(4-amino-7-bromo-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-2-methylpropanamide (300 mg, 0.67 mmol), phenylboronic acid (123 mg, 1.01 mmol), a solution of palladium (II) acetate (1.5 mg, 0.0067 mmol) in hot toluene (0.2 mL), triphenylphosphine (5.3 mg, 0.02 mmol), and 2 M aqueous sodium carbonate (0.4 mL, 0.8 mmol) were combined in 5:1 *n*-propanol:water (1.44 mL). The solution was placed under vacuum and back-filled with nitrogen gas three times and then heated at 100 °C for 16 hours. Additional phenylboronic acid (123 mg, 1.01 mmol), palladium (II) acetate (1.5 mg, 0.0067 mmol), and triphenylphosphine (5.3 mg, 0.02 mmol) were added, and the reaction was heated at 100 °C overnight. Again, additional phenylboronic acid (123 mg, 1.01 mmol), palladium (II) acetate (1.5 mg, 0.0067 mmol), and triphenylphosphine (5.3 mg, 0.02 mmol) were added, plus 2 M aqueous sodium carbonate (0.4 mL, 0.8 mmol), and the reaction was heated at 100 °C overnight. After cooling to room temperature, the reaction mixture was diluted with

chloroform (60 mL) and washed with water (2 x 10 mL) and brine (10 mL). The organic layer was dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude product was purified by chromatography on a HORIZON HPFC system (silica gel, gradient elution with 0-35% CMA in chloroform) followed by recrystallization from acetonitrile. The final product was isolated and dried under vacuum at 100 °C to yield *N*-[3-(4-amino-7-phenyl-2-propyl-1*H*-imidazo[4,5-*c*]quinolin-1-yl)propoxy]-2-methylpropanamide as a white powder, mp 169.0-171.0 °C.

<sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 10.97 (s, 1H), 8.17 (d, *J* = 8.5 Hz, 1H), 7.86 (d, *J* = 2.0 Hz, 1H), 7.79-7.73 (m, 2H), 7.57-7.46 (m, 3H), 7.41-7.34 (m, 1H), 6.51 (s, 2H), 4.70 (dd, *J* = 7.6, 6.6 Hz, 2H), 3.88 (dd, *J* = 5.8, 5.5 Hz, 2H), 2.96 (t, *J* = 7.6 Hz, 2H), 2.24 (heptet, *J* = 6.9 Hz, 1H), 2.16-2.05 (m, 2H), 1.86 (sextet, *J* = 7.6 Hz, 2H), 1.08-0.98 (m, 9H); HRMS (EI) calcd for C<sub>26</sub>H<sub>31</sub>N<sub>5</sub>O<sub>2</sub> + H: 446.2556. Found: 446.2550.

#### Example 139

2-(Ethoxymethyl)-1-{3-[(isopropylamino)oxy]propyl}-7-phenyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine



#### Part A

A mixture of triethyl orthoformate (10 mL, 60.1 mmol) and 2,2-dimethyl-1,3-dioxane-4,6-dione (40.9 g, 0.23 mol) (Meldrum's acid) was heated at 92 °C for 90 minutes and then cooled to 70 °C over one hour. 3-Amino-5-bromopyridine (40.9 g, 0.20 mol) was slowly added over 10 minutes with an ethanol rinse while

maintaining the reaction temperature between 60 and 70 °C. The reaction was then heated for an additional 20 minutes and allowed to cool to room temperature. The reaction mixture was filtered and washed with ethanol (150 mL) yielding a tan solid. The solid was dried under vacuum for 2 hours to yield 59.14 g of 5-  
5 5-[[5-bromopyridin-3-yl)imino]methyl]-2,2-dimethyl-1,3-dioxane-4,6-dione as a light yellow crystalline solid, mp 200-202 °C.

<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 11.26 (d, *J* = 14.3 Hz, 1H), 8.80 (d, *J* = 2.3 Hz, 1H), 8.62 (d, *J* = 14.3 Hz, 1H), 8.56 (d, *J* = 1.9 Hz, 1H), 8.44-8.40 (m, 1H), 1.68 (s, 6H).

10 Part B

5-[[5-Bromopyridin-3-yl)imino]methyl]-2,2-dimethyl-1,3-dioxane-4,6-dione (59 g, 0.18 mol) was slowly added to DOWTHERM A heat transfer fluid (2000 mL) over a period of 5 minutes at 235-238 °C. Following addition, the reaction was maintained for an additional 5 minutes and then allowed to cool to 40  
15 °C. A brown precipitate formed, which was filtered and washed with hexanes (150 mL). The brown solid was suspended in an ethanol/water mixture (90:10, 1500 mL), heated to a boil for 30 minutes, isolated by filtration, and washed with ethanol (200 mL) to yield 30.8 g of 7-bromo[1,5]naphthyridin-4-ol as a dark brown powder.  
20 <sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 11.81(br s, 1H), 8.69 (d, *J* = 1.9 Hz, 1H), 8.21 (d, *J* = 1.9 Hz, 1H), 7.95(d, *J* = 7.7 Hz, 1H), 6.22 (d, *J* = 7.5 Hz, 1H).

Part C

A mixture of 7-bromo[1,5]naphthyridin-4-ol (33 g, 0.147 mol) and fuming nitric acid (350 mL) was heated at reflux (90 °C internal reaction vessel  
25 temperature) for 3 hours. The reaction mixture was cooled to 50 °C, poured over 1 L of ice and adjusted to pH 2-3 with the addition of 50% aqueous NaOH. The resulting precipitate was filtered, washed with water, and dried over vacuum for 3 days to yield 25.1 g of 7-bromo-3-nitro[1,5]naphthyridin-4-ol as a yellow crystalline solid.

<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 13.06(br s, 1H), 9.26(s, 1H), 8.88 (d, *J* = 2.0 Hz, 1H), 8.37(d, *J* = 2.0 Hz, 1H).

#### Part D

5           Phosphorous oxychloride (16.76 g, 10.19 mL, 109.3 mmol) was added slowly dropwise to a suspension of 7-bromo-3-nitro[1,5]naphthyridin-4-ol (21.09 g, 78.1 mmol) in DMF (250 mL) at ambient temperature and stirred for 3 hours. The reaction mixture was then added to ice water (400 mL) with stirring. A solid precipitate formed, which was isolated by vacuum filtration and washed with water.  
10       The material was dried under high vacuum at ambient temperature to yield 7-bromo-4-chloro-3-nitro[1,5]naphthyridine as a tan solid.  
<sup>1</sup>H NMR (300 MHz, CDCl<sub>3</sub>) δ 9.51(s, 1H), 9.36 (d, *J* = 2.2 Hz, 1H), 9.02(d, *J* = 2.1 Hz, 1H).

#### 15       Part E

          To a solution of 7-bromo-4-chloro-3-nitro[1,5]naphthyridine (22.53 g, 78.10 g) in dichloromethane (260 mL) at room temperature was added triethylamine (14.2 mL, 102 mmol). The solution was cooled to 0 °C, and 3-amino-1-propanol (6.57 mL, 85.9 mmol) was added. The solution was stirred for 20 minutes at room  
20       temperature and then was concentrated under reduced pressure to yield a yellow solid. Water (250 mL) was added to the solid and the mixture was sonicated for 10 minutes. The solid was isolated by filtration, washed with water, and dried at 70 °C under vacuum to afford 22.60 g of 3-[(7-bromo-3-nitro[1,5]naphthyridin-4-yl)amino]propan-1-ol as a yellow powder.

25

#### Part F

          3-[(7-Bromo-3-nitro[1,5]naphthyridin-4-yl)amino]propan-1-ol (22.60 g, 69.08 mmol) was converted into 25.30 g of 3-[(7-bromo-3-nitro[1,5]naphthyridin-4-yl)amino]propyl acetate, which contained a trace amount of 4-  
30       dimethylaminopyridine, using the method described in Part B of Examples 105-128.

## Part G

3-[(7-Bromo-3-nitro[1,5]naphthyridin-4-yl)amino]propyl acetate (25.3 g, 68.5 mmol) was converted into 3-[(3-amino-7-bromo[1,5]naphthyridin-4-yl)amino]propyl acetate using the method described in Part C of Examples 105-128.

## Part H

The general procedures described in Parts D and E of Examples 105-128 were used to convert the material from Part G (approximately 68.5 mmol) into 22.2 g of 3-[7-bromo-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propan-1-ol using ethoxyacetyl chloride in lieu of butyryl chloride in Part D of Examples 105-128. Extra dichloromethane (250 mL) was used in the acylation reaction, and the reaction time was lengthened to overnight. In the cyclization reaction, the reaction was heated for 45 minutes instead of 7 hours.

## Part I

Diisopropyl azodicarboxylate (6.47 mL, 32.9 mmol) was added dropwise over ten minutes to a stirred solution of 3-[7-bromo-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propan-1-ol (10.0 g, 27.4 mmol), triphenylphosphine (8.62 g, 32.9 mmol), and *N*-hydroxyphthalimide (5.36 g, 32.9 mmol) in DMF (110 mL) at 0 °C. The reaction was allowed to warm to room temperature and was stirred overnight. The solvent was removed under reduced pressure to afford a solid that was slurried in ethyl acetate, isolated by filtration, washed with ethyl acetate, and dried under vacuum to yield 11.45 g of 2-{3-[7-bromo-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propoxy}-1*H*-isoindole-1,3(2*H*)-dione as a pink solid.

## Part J

mCPBA (11.06 g, 44.88 mmol) was added to a stirred solution of 2-{3-[7-bromo-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propoxy}-1*H*-

isoindole-1,3(2*H*)-dione (11.40 g, 22.44 mmol) in chloroform (225 mL) at room temperature. After 1 hour, additional mCPBA (1.5 g) was added, and stirring was continued for another 30 minutes. The solution was cooled to 0 °C, and concentrated ammonium hydroxide (45 mL) was added followed by *p*-toluenesulfonyl chloride (added in portions, 4.71 g, 24.7 mmol). After 1 hour, additional *p*-toluenesulfonyl chloride (1.0 g) was added, and stirring was continued at 0 °C. After another 2 hours, more *p*-toluenesulfonyl chloride (0.4 g) was added, and then the reaction was stirred at room temperature for 1 hour. Acetone (225 mL) was added, and the reaction was stirred overnight at room temperature. The mixture was filtered and the filtrate was concentrated under reduced pressure. The residue was dissolved in chloroform (700 mL), and the solution was washed with saturated aqueous sodium bicarbonate (2 x 100 mL) and brine (70 mL), dried over sodium sulfate, filtered, and concentrated under reduced pressure. The crude material, which contained about 50% of the unreacted *N*-oxide intermediate, was dissolved in chloroform (220 mL). The solution was cooled to 0 °C, and concentrated ammonium hydroxide (20 mL) was added, followed by portionwise addition of *p*-toluenesulfonyl chloride (4 g). The reaction was allowed to warm to room temperature and was stirred overnight. The mixture was filtered again, and the filtrate was treated to the work-up described above. The crude product was purified by chromatography on a HORIZON HPFC system (silica gel, gradient elution with 0-25% CMA in chloroform), recrystallized from ethyl acetate/hexanes, and dried under vacuum to provide 2.8 g of acetone *O*-{3-[4-amino-7-bromo-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propyl}oxime as a beige powder, mp 128.0-130.0 °C.

<sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 8.55 (d, *J* = 2.2 Hz, 1H), 8.11 (d, *J* = 2.2 Hz, 1H), 7.13 (s, 2H), 4.84 (t, *J* = 7.1 Hz, 2H), 4.77 (s, 2H), 4.03 (t, *J* = 6.0 Hz, 2H), 3.56 (q, *J* = 7.0 Hz, 2H), 2.28-2.15 (m, 2H), 1.75 (s, 3H), 1.73 (s, 3H), 1.16 (t, *J* = 7.0 Hz, 3H);

HRMS (EI) calcd for C<sub>18</sub>H<sub>23</sub>BrN<sub>6</sub>O<sub>2</sub> (M+H)<sup>+</sup>: 435.1144. Found: 435.1142.



## Part K

In a pressure vessel under a nitrogen atmosphere, acetone *O*-{3-[4-amino-7-bromo-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propyl} oxime (2.50 g, 5.74 mmol), phenylboronic acid (1.05 g, 8.61 mmol), palladium (II) acetate (13 mg, 0.057 mmol), triphenylphosphine (45 mg, 0.17 mmol), and 2 M aqueous sodium carbonate (3.45 mL, 6.89 mmol) were combined in 5:1 *n*-propanol:water (12 mL). The solution was placed under vacuum and back-filled with nitrogen three times. The pressure vessel was sealed and heated at 100 °C for 2 days, then was allowed to cool to ambient temperature. Chloroform (200 mL) was added and the mixture was washed with water (40 mL) and brine (40 mL), dried over sodium sulfate, filtered, and concentrated under reduced pressure. The product was purified by chromatography on a HORIZON HPFC system (silica gel, gradient elution with 0-25% CMA in chloroform) to yield 2.4 g of acetone *O*-{3-[4-amino-2-(ethoxymethyl)-7-phenyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propyl} oxime as a yellow powder, mp 134.0-136.0 °C.

<sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 8.85 (d, *J* = 2.2 Hz, 1H), 8.13 (d, *J* = 2.2 Hz, 1H), 7.92-7.80 (m, 2H), 7.57-7.39 (m, 3H), 6.94 (s, 2H), 4.91 (dd, *J* = 7.6, 6.6 Hz, 2H), 4.79 (s, 2H), 4.06 (t, *J* = 6.0 Hz, 2H), 3.57 (q, *J* = 7.0 Hz, 2H), 2.35-2.21 (m, 2H), 1.77 (s, 3H), 1.76 (s, 3H), 1.18 (t, *J* = 7.0 Hz, 3H);

HRMS (EI) calcd for C<sub>24</sub>H<sub>28</sub>N<sub>6</sub>O<sub>2</sub> (M+H)<sup>+</sup>: 433.2352. Found: 433.2342.

## Part L

A slurry of acetone *O*-{3-[4-amino-2-(ethoxymethyl)-7-phenyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-1-yl]propyl} oxime (1.00 g, 2.31 mmol), 1 M sodium cyanoborohydride in tetrahydrofuran (4.62 mL, 4.62 mmol), methanol (12 mL), and acetic acid (4.5 mL) was stirred overnight at ambient temperature. The resulting solution was concentrated under reduced pressure and the residue was dissolved in chloroform (200 mL). The solution was washed with saturated aqueous sodium bicarbonate (2 x 40 mL) and brine (30 mL), dried over sodium sulfate, filtered, and concentrated under reduced pressure to yield 1.0 g of 2-

(ethoxymethyl)-1-{3-[(isopropylamino)oxy]propyl}-7-phenyl-1*H*-imidazo[4,5-*c*][1,5]naphthyridin-4-amine as a yellow powder, mp 142.0-144.0 °C.

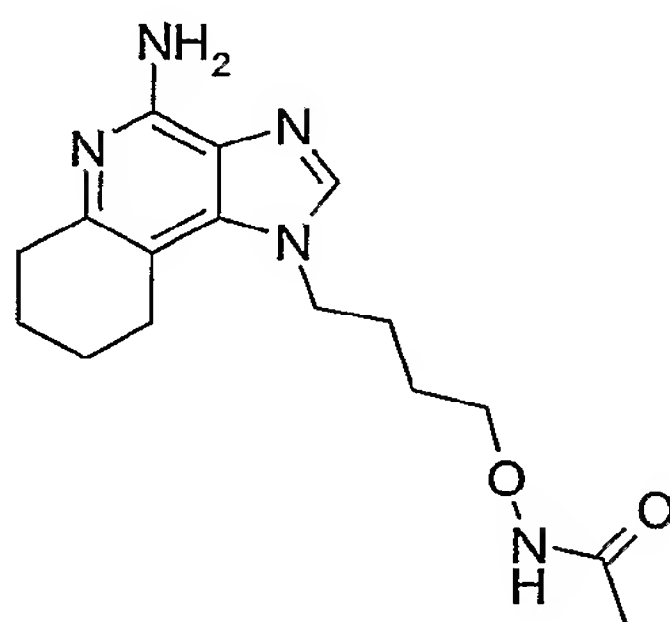
<sup>1</sup>H NMR (300 MHz, DMSO-*d*<sub>6</sub>) δ 8.86 (d, *J* = 2.2 Hz, 1H), 8.14 (d, *J* = 2.2 Hz, 1H), 7.94-7.80 (m, 2H), 7.63-7.40 (m, 3H), 6.98 (s, 2H), 6.22 (br s, 1H), 4.87 (dd, *J* = 7.6, 6.6 Hz, 2H), 4.82 (s, 2H), 3.70 (t, *J* = 6.0 Hz, 2H), 3.60 (q, *J* = 7.0 Hz, 2H), 3.10-2.95 (m, 1H), 2.25-2.10 (m, 2H), 1.19 (t, *J* = 7.0 Hz, 3H), 0.97 (s, 3H), 0.95 (s, 3H).

HRMS (EI) calcd for C<sub>24</sub>H<sub>30</sub>N<sub>6</sub>O<sub>2</sub> (M+H)<sup>+</sup>: 435.2508. Found 435.2509.

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## Example 140

*N*-[4-(4-amino-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]acetamide



## Part A

Platinum (IV) oxide (3.5 g) was added to a solution of 4-(4-amino-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butan-1-ol (prepared as described in Example 9 of U.S. Patent No. 6,664,264, 4.00 g, 15.6 mmol) in trifluoroacetic acid (200 mL), and the mixture was shaken under hydrogen pressure for 2 days on a Parr apparatus. The reaction mixture was concentrated under reduced pressure, carefully diluted with methanol, and filtered through a layer of CELITE filter agent. The filtrate was concentrated under reduced pressure. The resulting residue was diluted with a solution of 4 M hydrogen chloride in 1,4-dioxane (100 mL) and stirred at ambient temperature for 1 hour, and then 4 M aqueous sodium hydroxide was added to adjust to pH 13. The mixture was transferred to a separatory funnel, and



dichloromethane was added. The mixture was shaken and allowed to stand overnight at ambient temperature. The organic layer was separated, and the aqueous layer was extracted with dichloromethane. The organic layers were combined, dried over magnesium sulfate, filtered, and concentrated under reduced pressure to provide 1.0 g of 4-(4-amino-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butan-1-ol as a white solid.

#### Part B

A cloudy solution of 4-(4-amino-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butan-1-ol (1.0 g, 3.8 mmol), triphenylphosphine (1.49 g, 5.7 mmol) and *N*-hydroxyphthalimide (0.93 g, 5.7 mmol) in tetrahydrofuran (50 mL) was cooled to approximately 0 °C; then diisopropyl azodicarboxylate (1.33 mL, 6.8 mmol) was added dropwise. The reaction was allowed to warm to ambient temperature and was stirred for 5 hours. The solvent was removed under reduced pressure and the resulting solid was purified by chromatography on silica gel (gradient elution with 0-10% methanol in dichloromethane with a small amount of concentrated ammonium hydroxide added) to provide 600 mg of 2-[4-(4-amino-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-1*H*-isoindole-1,3(2*H*)-dione as a yellow solid.

#### Part C

Anhydrous hydrazine (94 mg, 2.96 mmol) was added to 2-[4-(4-amino-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]-1*H*-isoindole-1,3(2*H*)-dione (600 mg, 1.48 mmol) in ethanol (25 mL) at ambient temperature. The reaction was stirred overnight, and additional hydrazine (2 equivalents) was added. After stirring for 2 hours at ambient temperature, the reaction was concentrated under reduced pressure. The residue was diluted with dichloromethane and concentrated under reduced pressure three times to remove the hydrazine and then dried under vacuum to provide 550 mg of impure 1-[4-(aminooxy)butyl]-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-4-amine as an orange solid.

## Part D

To a solution of the 1-[4-(aminooxy)butyl]-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-4-amine from Part C (200 mg, 0.73 mmol) and triethylamine (512  $\mu$ L, 3.56 mmol) in pyridine (25 mL) was added acetyl chloride (57  $\mu$ L, 0.80 mmol). The solution was stirred for 30 minutes at ambient temperature, and additional acetyl chloride (1 equivalent) was added. After 1 hour, water was added and the mixture was extracted with dichloromethane (2 x). The aqueous layer was concentrated under reduced pressure to yield a white solid that was purified by chromatography (silica gel, gradient elution with 0-10% methanol in dichloromethane with a small amount of concentrated ammonium hydroxide added) to provide 30 mg of *N*-[4-(4-amino-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl)butoxy]acetamide as a white solid.

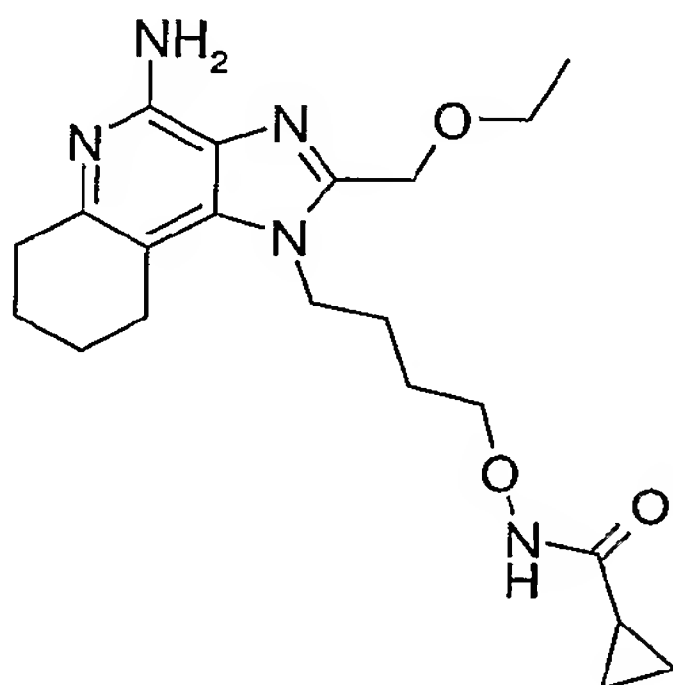
$^1\text{H}$  NMR (300 MHz, DMSO- $d_6$ )  $\delta$  10.85 (br s, 1H), 7.99 (s, 1H), 6.21 (br s, 2H), 4.33 (t,  $J$  = 7.2 Hz, 2H), 3.77 (t,  $J$  = 6.3 Hz, 2H), 3.18 (s, 3H), 2.95 (m, 2H), 2.69 (m, 2H), 1.85-1.71 (m, 6H), 1.55 (m, 2H);

MS (ESI)  $m/z$  318 ( $M+H$ ) $^+$

HRMS (EI) calcd for  $C_{16}H_{23}N_5O_2$  ( $M+H$ ) $^+$ : 318.1930. Found: 318.1925.

## Example 141

*N*-{4-[4-Amino-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butoxy}cyclopropanecarboxamide



## 5 Part A

The methods described in Parts B and C of Example 1 can be used to treat 4-[2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butan-1-ol with mCPBA and ammonium hydroxide to provide 4-[4-amino-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butan-1-ol.

10

## Part B

The method described in Part A of Example 140 can be used to reduce 4-[4-amino-2-(ethoxymethyl)-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butan-1-ol to 4-[4-amino-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butan-1-ol.

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## Part C

The method described in Part A of Example 1 can be used to convert 4-[4-amino-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butan-1-ol to 2-{4-[4-amino-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butoxy}-1*H*-isoindole-1,3(2*H*)-dione.

20

## Part D

The method described in Part C of Example 140 can be used to treat 2-{4-[4-amino-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butoxy}-1*H*-isoindole-1,3(2*H*)-dione with anhydrous hydrazine to provide 1-[4-(aminooxy)butyl]-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-4-amine.

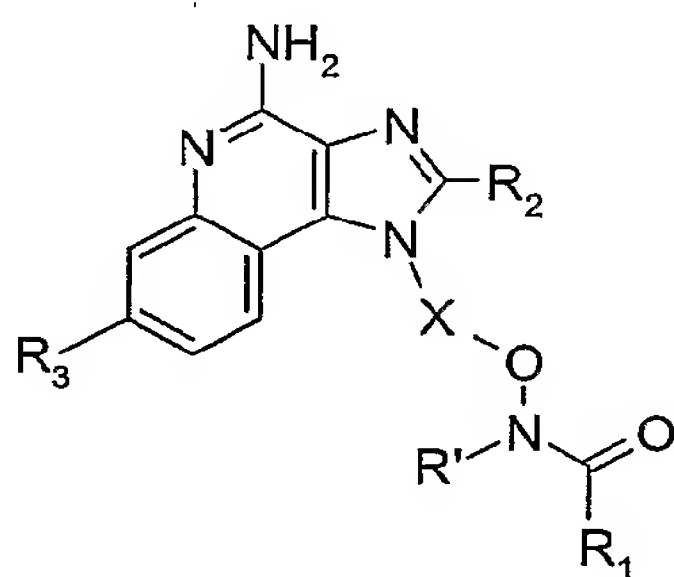
## Part E

The method described in Example 3 can be used to treat 1-[4-(aminooxy)butyl]-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-4-amine with cyclopropanecarbonyl chloride to provide *N*-{4-[4-amino-2-(ethoxymethyl)-6,7,8,9-tetrahydro-1*H*-imidazo[4,5-*c*]quinolin-1-yl]butoxy}cyclopropanecarboxamide.

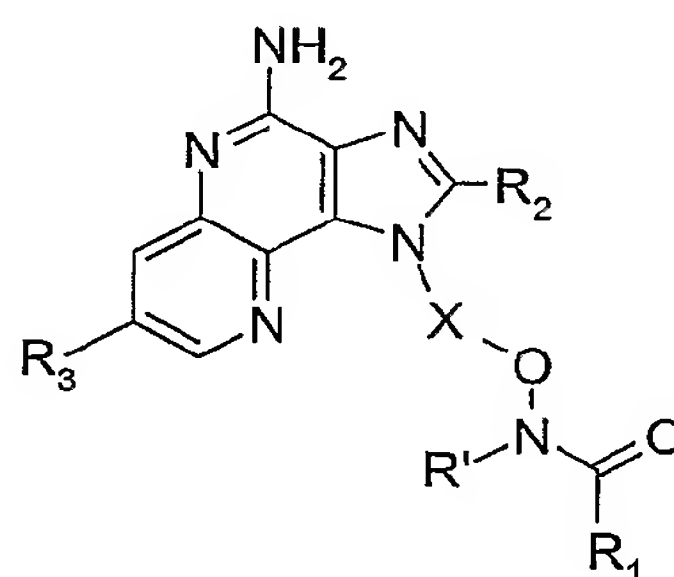
15

## Exemplary Compounds

Certain exemplary compounds, including some of those described above in the Examples, have the following Formulas (IIIa and VIIIa) and the following R', R<sub>1</sub>, X, R<sub>2</sub> and R<sub>3</sub> substituents, wherein each line of the table is matched with Formula IIIa or VIIIa to represent a specific embodiment of the invention.



IIIa



VIIIa

R <sub>1</sub>	R'	X	R <sub>2</sub>	R <sub>3</sub>
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	3-pyridyl

methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	phenyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	3-pyridyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl

cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	phenyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	3-pyridyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl



isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	phenyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	3-pyridyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl

methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
methyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	phenyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	3-pyridyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
cyclopropyl	methyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
cyclopropyl	methyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl



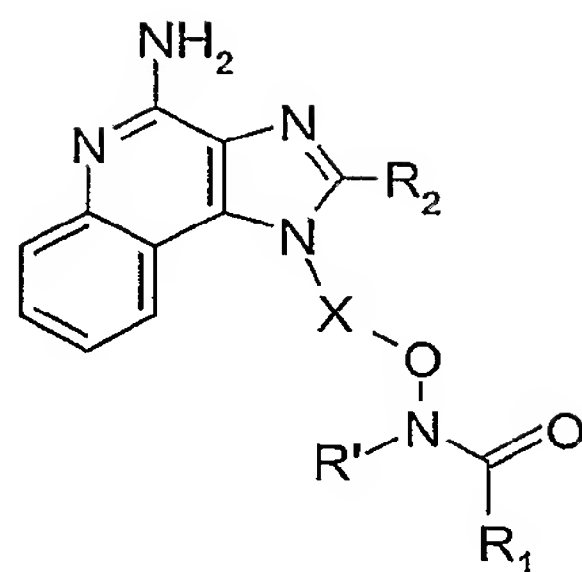
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cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethyl	phenyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl	3-pyridyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl	phenyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl	3-pyridyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl	phenyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl	3-pyridyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl	phenyl
isopropyl	methyl	$-(CH_2)_3-$	hydrogen	3-pyridyl
isopropyl	methyl	$-(CH_2)_3-$	hydrogen	phenyl
isopropyl	methyl	$-(CH_2)_3-$	ethyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_3-$	ethyl	phenyl
isopropyl	methyl	$-(CH_2)_3-$	propyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_3-$	propyl	phenyl
isopropyl	methyl	$-(CH_2)_3-$	ethoxymethyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_3-$	ethoxymethyl	phenyl
isopropyl	methyl	$-(CH_2)_3-$	butyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_3-$	butyl	phenyl
isopropyl	methyl	$-(CH_2)_4-$	hydrogen	3-pyridyl
isopropyl	methyl	$-(CH_2)_4-$	hydrogen	phenyl
isopropyl	methyl	$-(CH_2)_4-$	ethyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_4-$	ethyl	phenyl
isopropyl	methyl	$-(CH_2)_4-$	propyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_4-$	propyl	phenyl
isopropyl	methyl	$-(CH_2)_4-$	ethoxymethyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_4-$	ethoxymethyl	phenyl
isopropyl	methyl	$-(CH_2)_4-$	butyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_4-$	butyl	phenyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen	3-pyridyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen	phenyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethyl	3-pyridyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethyl	phenyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	propyl	3-pyridyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	propyl	phenyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl	3-pyridyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl	phenyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	butyl	3-pyridyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	butyl	phenyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen	3-pyridyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen	phenyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethyl	phenyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl	phenyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl	phenyl

isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl	3-pyridyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl	phenyl
methyl	ethyl	$-(CH_2)_3-$	hydrogen	3-pyridyl
methyl	ethyl	$-(CH_2)_3-$	hydrogen	phenyl
methyl	ethyl	$-(CH_2)_3-$	ethyl	3-pyridyl
methyl	ethyl	$-(CH_2)_3-$	ethyl	phenyl
methyl	ethyl	$-(CH_2)_3-$	propyl	3-pyridyl
methyl	ethyl	$-(CH_2)_3-$	propyl	phenyl
methyl	ethyl	$-(CH_2)_3-$	ethoxymethyl	3-pyridyl
methyl	ethyl	$-(CH_2)_3-$	ethoxymethyl	phenyl
methyl	ethyl	$-(CH_2)_3-$	butyl	3-pyridyl
methyl	ethyl	$-(CH_2)_3-$	butyl	phenyl
methyl	ethyl	$-(CH_2)_4-$	hydrogen	3-pyridyl
methyl	ethyl	$-(CH_2)_4-$	hydrogen	phenyl
methyl	ethyl	$-(CH_2)_4-$	ethyl	3-pyridyl
methyl	ethyl	$-(CH_2)_4-$	ethyl	phenyl
methyl	ethyl	$-(CH_2)_4-$	propyl	3-pyridyl
methyl	ethyl	$-(CH_2)_4-$	propyl	phenyl
methyl	ethyl	$-(CH_2)_4-$	ethoxymethyl	3-pyridyl
methyl	ethyl	$-(CH_2)_4-$	ethoxymethyl	phenyl
methyl	ethyl	$-(CH_2)_4-$	butyl	3-pyridyl
methyl	ethyl	$-(CH_2)_4-$	butyl	phenyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen	3-pyridyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen	phenyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethyl	3-pyridyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethyl	phenyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	propyl	3-pyridyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	propyl	phenyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl	3-pyridyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl	phenyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	butyl	3-pyridyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	butyl	phenyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen	3-pyridyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen	phenyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethyl	3-pyridyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethyl	phenyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	propyl	3-pyridyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	propyl	phenyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl	3-pyridyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl	phenyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	butyl	3-pyridyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	butyl	phenyl
cyclopropyl	ethyl	$-(CH_2)_3-$	hydrogen	3-pyridyl
cyclopropyl	ethyl	$-(CH_2)_3-$	hydrogen	phenyl
cyclopropyl	ethyl	$-(CH_2)_3-$	ethyl	3-pyridyl
cyclopropyl	ethyl	$-(CH_2)_3-$	ethyl	phenyl
cyclopropyl	ethyl	$-(CH_2)_3-$	propyl	3-pyridyl

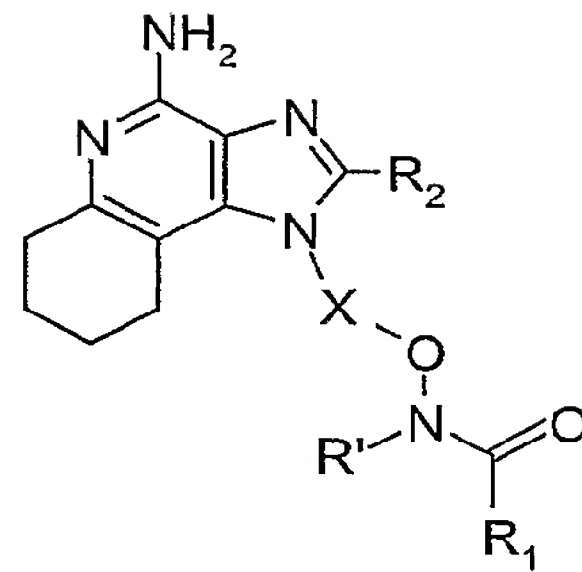
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cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl
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cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
cyclopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	phenyl
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cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	phenyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	3-pyridyl
cyclopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen	phenyl

isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl	phenyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	3-pyridyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen	phenyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	3-pyridyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl	phenyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	3-pyridyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl	phenyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	3-pyridyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl	phenyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	3-pyridyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl	phenyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	3-pyridyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl	phenyl

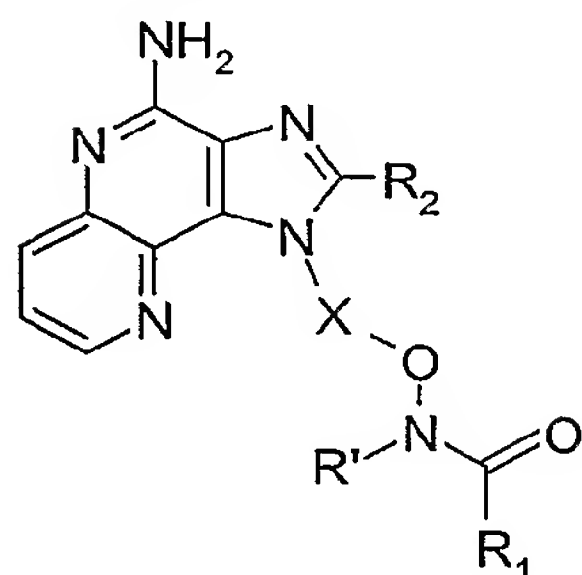
Certain exemplary compounds, including some of those described above in  
 the Examples, have the following Formulas (Va, VIIa, VIIIb, and VIa) and the  
 following R', R<sub>1</sub>, X, and R<sub>2</sub> substituents, wherein each line of the table is matched  
 5 with Formula IIIa, VIIa, VIIIb, or VIa to represent a specific embodiment of the  
 invention.



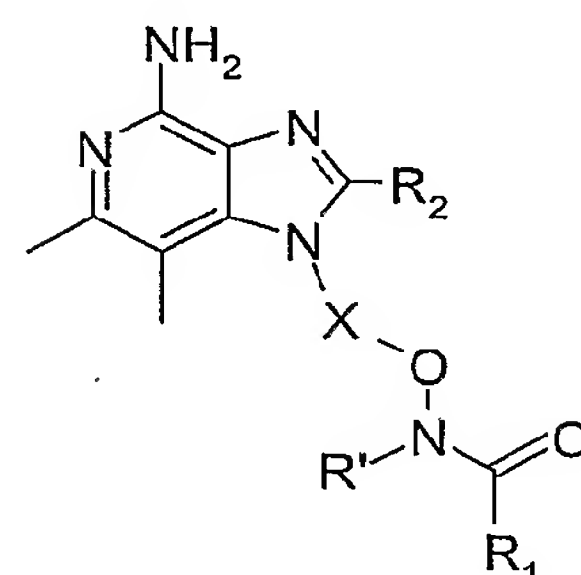
Va



VIIa



VIIIb



VIa

5

R <sub>1</sub>	R'	X	R <sub>2</sub>
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl
methyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl
methyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl



cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl
cyclopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl
cyclopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl
isopropyl	hydrogen	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl
isopropyl	hydrogen	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	hydrogen
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	propyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl
methyl	methyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl

methyl	methyl	$-(CH_2)_4-$	ethoxymethyl
methyl	methyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen
methyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethyl
methyl	methyl	$-CH_2C(CH_3)_2CH_2-$	propyl
methyl	methyl	$-CH_2C(CH_3)_2CH_2-$	butyl
methyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl
methyl	methyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen
methyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethyl
methyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl
methyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl
methyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl
cyclopropyl	methyl	$-(CH_2)_3-$	hydrogen
cyclopropyl	methyl	$-(CH_2)_3-$	ethyl
cyclopropyl	methyl	$-(CH_2)_3-$	propyl
cyclopropyl	methyl	$-(CH_2)_3-$	butyl
cyclopropyl	methyl	$-(CH_2)_3-$	ethoxymethyl
cyclopropyl	methyl	$-(CH_2)_4-$	hydrogen
cyclopropyl	methyl	$-(CH_2)_4-$	ethyl
cyclopropyl	methyl	$-(CH_2)_4-$	propyl
cyclopropyl	methyl	$-(CH_2)_4-$	butyl
cyclopropyl	methyl	$-(CH_2)_4-$	ethoxymethyl
cyclopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen
cyclopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethyl
cyclopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	propyl
cyclopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	butyl
cyclopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl
cyclopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl
isopropyl	methyl	$-(CH_2)_3-$	hydrogen
isopropyl	methyl	$-(CH_2)_3-$	ethyl
isopropyl	methyl	$-(CH_2)_3-$	propyl
isopropyl	methyl	$-(CH_2)_3-$	butyl
isopropyl	methyl	$-(CH_2)_3-$	ethoxymethyl
isopropyl	methyl	$-(CH_2)_4-$	hydrogen
isopropyl	methyl	$-(CH_2)_4-$	ethyl
isopropyl	methyl	$-(CH_2)_4-$	propyl
isopropyl	methyl	$-(CH_2)_4-$	butyl
isopropyl	methyl	$-(CH_2)_4-$	ethoxymethyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	propyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	butyl
isopropyl	methyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen

isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	propyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	butyl
isopropyl	methyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl
methyl	ethyl	$-(CH_2)_3-$	hydrogen
methyl	ethyl	$-(CH_2)_3-$	ethyl
methyl	ethyl	$-(CH_2)_3-$	propyl
methyl	ethyl	$-(CH_2)_3-$	butyl
methyl	ethyl	$-(CH_2)_3-$	ethoxymethyl
methyl	ethyl	$-(CH_2)_4-$	hydrogen
methyl	ethyl	$-(CH_2)_4-$	ethyl
methyl	ethyl	$-(CH_2)_4-$	propyl
methyl	ethyl	$-(CH_2)_4-$	butyl
methyl	ethyl	$-(CH_2)_4-$	ethoxymethyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	propyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	butyl
methyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	propyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	butyl
methyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl
cyclopropyl	ethyl	$-(CH_2)_3-$	hydrogen
cyclopropyl	ethyl	$-(CH_2)_3-$	ethyl
cyclopropyl	ethyl	$-(CH_2)_3-$	propyl
cyclopropyl	ethyl	$-(CH_2)_3-$	butyl
cyclopropyl	ethyl	$-(CH_2)_3-$	ethoxymethyl
cyclopropyl	ethyl	$-(CH_2)_4-$	hydrogen
cyclopropyl	ethyl	$-(CH_2)_4-$	ethyl
cyclopropyl	ethyl	$-(CH_2)_4-$	propyl
cyclopropyl	ethyl	$-(CH_2)_4-$	butyl
cyclopropyl	ethyl	$-(CH_2)_4-$	ethoxymethyl
cyclopropyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	hydrogen
cyclopropyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethyl
cyclopropyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	propyl
cyclopropyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	butyl
cyclopropyl	ethyl	$-CH_2C(CH_3)_2CH_2-$	ethoxymethyl
cyclopropyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	hydrogen
cyclopropyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethyl
cyclopropyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	propyl
cyclopropyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	butyl
cyclopropyl	ethyl	$-(CH_2)_2O(CH_2)_2-$	ethoxymethyl
isopropyl	ethyl	$-(CH_2)_3-$	hydrogen
isopropyl	ethyl	$-(CH_2)_3-$	ethyl
isopropyl	ethyl	$-(CH_2)_3-$	propyl



isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	butyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>3</sub> -	ethoxymethyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	hydrogen
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	propyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	butyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>4</sub> -	ethoxymethyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	hydrogen
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	propyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	butyl
isopropyl	ethyl	-CH <sub>2</sub> C(CH <sub>3</sub> ) <sub>2</sub> CH <sub>2</sub> -	ethoxymethyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	hydrogen
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	propyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	butyl
isopropyl	ethyl	-(CH <sub>2</sub> ) <sub>2</sub> O(CH <sub>2</sub> ) <sub>2</sub> -	ethoxymethyl

### CYTOKINE INDUCTION IN HUMAN CELLS

Compounds of the invention have been found to induce cytokine  
 5 biosynthesis when tested using the method described below.

An in vitro human blood cell system is used to assess cytokine induction.  
 Activity is based on the measurement of interferon ( $\alpha$ ) and tumor necrosis factor ( $\alpha$ )  
 (IFN and TNF, respectively) secreted into culture media as described by Testerman  
 et. al. in "Cytokine Induction by the Immunomodulators Imiquimod and S-27609,"  
 10 *Journal of Leukocyte Biology*, 58, 365-372 (September, 1995).

#### Blood Cell Preparation for Culture

Whole blood from healthy human donors is collected by venipuncture into  
 EDTA vacutainer tubes. Peripheral blood mononuclear cells (PBMC) are separated  
 15 from whole blood by density gradient centrifugation using HISTOPAQUE-1077.  
 Blood is diluted 1:1 with Dulbecco's Phosphate Buffered Saline (DPBS) or Hank's  
 Balanced Salts Solution (HBSS). The PBMC layer is collected and washed twice  
 with DPBS or HBSS and resuspended at  $4 \times 10^6$  cells/mL in RPMI complete. The  
 PBMC suspension is added to 48 well flat bottom sterile tissue culture plates

(Costar, Cambridge, MA or Becton Dickinson Labware, Lincoln Park, NJ) containing an equal volume of RPMI complete media containing test compound.

#### Compound Preparation

5           The compounds are solubilized in dimethyl sulfoxide (DMSO). The DMSO concentration should not exceed a final concentration of 1% for addition to the culture wells. The compounds are generally tested at concentrations ranging from 30-0.014 micromolar ( $\mu\text{M}$ ).

#### 10       Incubation

          The solution of test compound is added at 60  $\mu\text{M}$  to the first well containing RPMI complete and serial 3 fold dilutions are made in the wells. The PBMC suspension is then added to the wells in an equal volume, bringing the test compound concentrations to the desired range (30-0.014  $\mu\text{M}$ ). The final  
15       concentration of PBMC suspension is  $2 \times 10^6$  cells/mL. The plates are covered with sterile plastic lids, mixed gently and then incubated for 18 to 24 hours at 37°C in a 5% carbon dioxide atmosphere.

#### Separation

20           Following incubation the plates are centrifuged for 10 minutes at 1000 rpm (approximately 200 x g) at 4°C. The cell-free culture supernatant is removed with a sterile polypropylene pipet and transferred to sterile polypropylene tubes. Samples are maintained at -30°C to -70°C until analysis. The samples are analyzed for interferon ( $\alpha$ ) by ELISA and for tumor necrosis factor ( $\alpha$ ) by ELISA or IGEN  
25       Assay.

#### Interferon ( $\alpha$ ) and Tumor Necrosis Factor ( $\alpha$ ) Analysis by ELISA

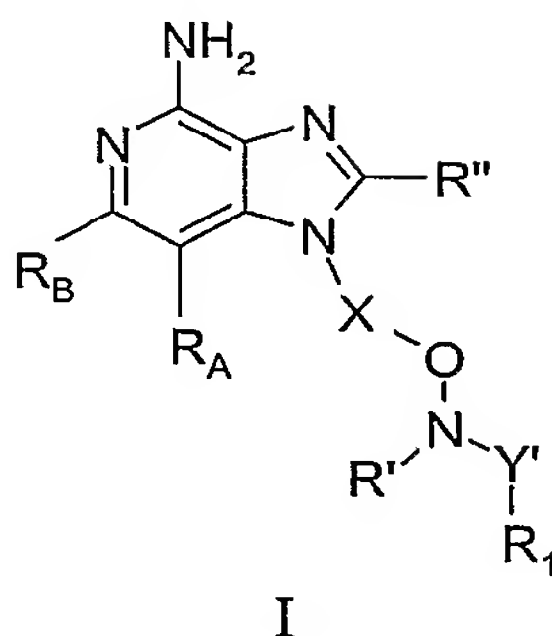
          Interferon ( $\alpha$ ) concentration is determined by ELISA using a Human Multi-Species kit from PBL Biomedical Laboratories, New Brunswick, NJ. Results are  
30       expressed in pg/mL.

Tumor necrosis factor ( $\alpha$ ) (TNF) concentration is determined using ELISA kits available from Biosource International, Camarillo, CA. Alternately, the TNF concentration can be determined by ORIGEN M-Series Immunoassay and read on an IGEN M-8 analyzer from IGEN International, Gaithersburg, MD. The  
5 immunoassay uses a human TNF capture and detection antibody pair from Biosource International, Camarillo, CA. Results are expressed in pg/mL.

The complete disclosures of the patents, patent documents, and publications cited herein are incorporated by reference in their entirety as if each were  
10 individually incorporated. Various modifications and alterations to this invention will become apparent to those skilled in the art without departing from the scope and spirit of this invention. It should be understood that this invention is not intended to be unduly limited by the illustrative embodiments and examples set forth herein and that such examples and embodiments are presented by way of  
15 example only with the scope of the invention intended to be limited only by the claims set forth herein as follows.

## WHAT IS CLAIMED IS:

1. A compound of the formula (I):



5

wherein:

X is selected from the group consisting of  $-\text{CH}(\text{R}_{9a})\text{-alkylene-}$  and  $-\text{CH}(\text{R}_{9a})\text{-alkenylene-}$ , wherein the alkylene and alkenylene are optionally interrupted by one or more  $-\text{O}-$  groups;

10

Y' is selected from the group consisting of:

a bond,

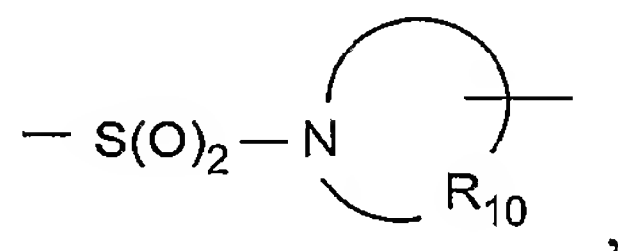
$-\text{C}(\text{O})-$ ,

$-\text{C}(\text{S})-$ ,

$-\text{S}(\text{O})_2-$ ,

15

$-\text{S}(\text{O})_2\text{-N}(\text{R}_8)-$ ,



$-\text{C}(\text{O})\text{-O}-$ ,

$-\text{C}(\text{O})\text{-N}(\text{R}_8)-$ ,

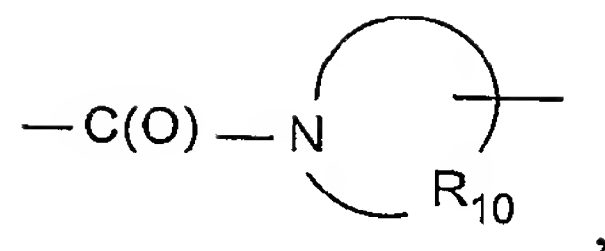
$-\text{C}(\text{S})\text{-N}(\text{R}_8)-$ ,

20

$-\text{C}(\text{O})\text{-N}(\text{R}_8)\text{-S}(\text{O})_2-$ ,

$-\text{C}(\text{O})\text{-N}(\text{R}_8)\text{-C}(\text{O})-$ ,

$-\text{C}(\text{S})\text{-N}(\text{R}_8)\text{-C}(\text{O})-$ ,



$-\text{C}(\text{O})-\text{C}(\text{O})-$ ,

$-\text{C}(\text{O})-\text{C}(\text{O})-\text{O}-$ , and

$-\text{C}(=\text{NH})-\text{N}(\text{R}_8)-$ ;

5  $\text{R}_1$  and  $\text{R}'$  are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

10 arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

15 alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxyl,

alkyl,

20 haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

$-\text{S}(\text{O})_{0-2}$ -alkyl,

25  $-\text{S}(\text{O})_{0-2}$ -aryl,

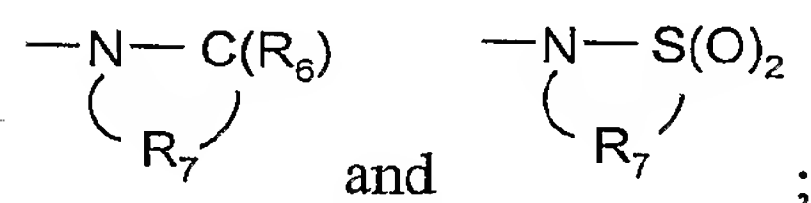
$-\text{NH}-\text{S}(\text{O})_2$ -alkyl,

$-\text{NH}-\text{S}(\text{O})_2$ -aryl,

haloalkoxy,

halogen,  
nitrile,  
nitro,  
aryl,  
heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

15 or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_A$  and  $R_B$  are each independently selected from the group consisting of:

hydrogen,  
halogen,  
alkyl,  
alkenyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

25 or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R''' groups; or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated

ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

R is selected from the group consisting of:

5                   halogen,  
                  hydroxyl,  
                  alkyl,  
                  alkenyl,  
                  haloalkyl,  
                  alkoxy,  
10                  alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>6</sub> is selected from the group consisting of =O and =S;

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen,  
15   C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

20                  R<sub>10</sub> is C<sub>3-8</sub> alkylene;

R'' is hydrogen or a non-interfering substituent; and

each R''' is a non-interfering substituent;

or a pharmaceutically acceptable salt thereof.

25       2.       The compound or salt of claim 1 wherein X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups.

3.       The compound or salt of claim 2 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

30

4. The compound or salt of any one of claims 1 through 3 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.
5. The compound or salt of any one of claims 1 through 4 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.
6. The compound or salt of any one of claims 1 through 4 wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.
7. The compound or salt of any one of claims 1 through 4 or 6 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
8. The compound or salt of claim 7 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.
9. The compound or salt of any one of claims 1 through 4 or 6 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
10. The compound or salt of claim 9 wherein R<sub>1</sub> is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
11. The compound or salt of any one of claims 1 through 10 wherein:



R" is selected from the group consisting of:

- R<sub>4</sub>,
- X'-R<sub>4</sub>,
- X'-Y-R<sub>4</sub>, and
- X'-R<sub>5</sub>;

5

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O-

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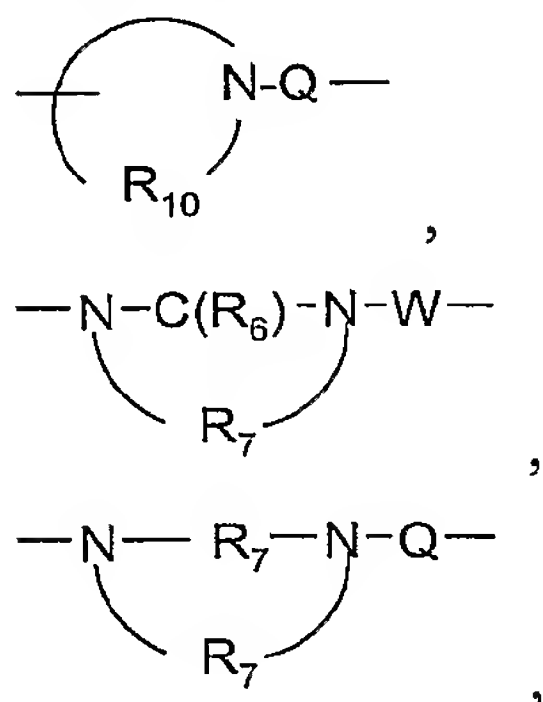
groups;

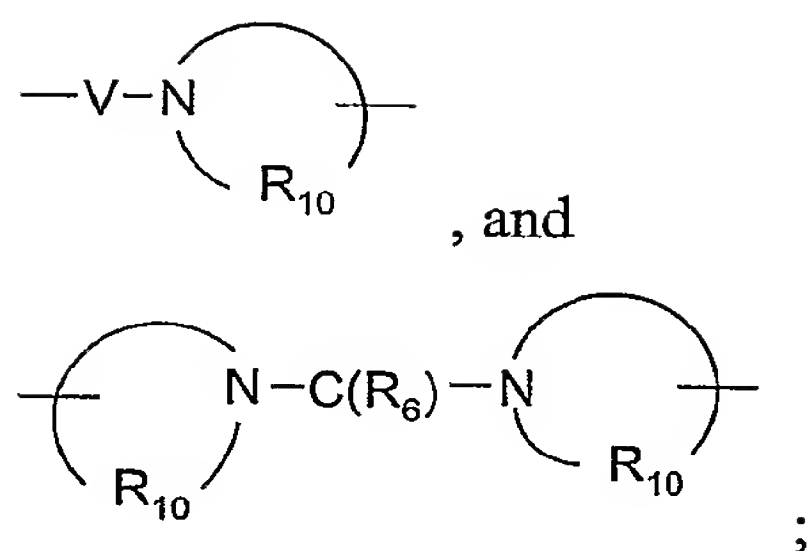
Y is selected from the group consisting of:

- S(O)<sub>0-2</sub>-,
- S(O)<sub>2</sub>-N(R<sub>8</sub>)-,
- C(R<sub>6</sub>)-,
- C(R<sub>6</sub>)-O-,
- O-C(R<sub>6</sub>)-,
- O-C(O)-O-,
- N(R<sub>8</sub>)-Q-,
- C(R<sub>6</sub>)-N(R<sub>8</sub>)-,
- O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,
- C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,

15

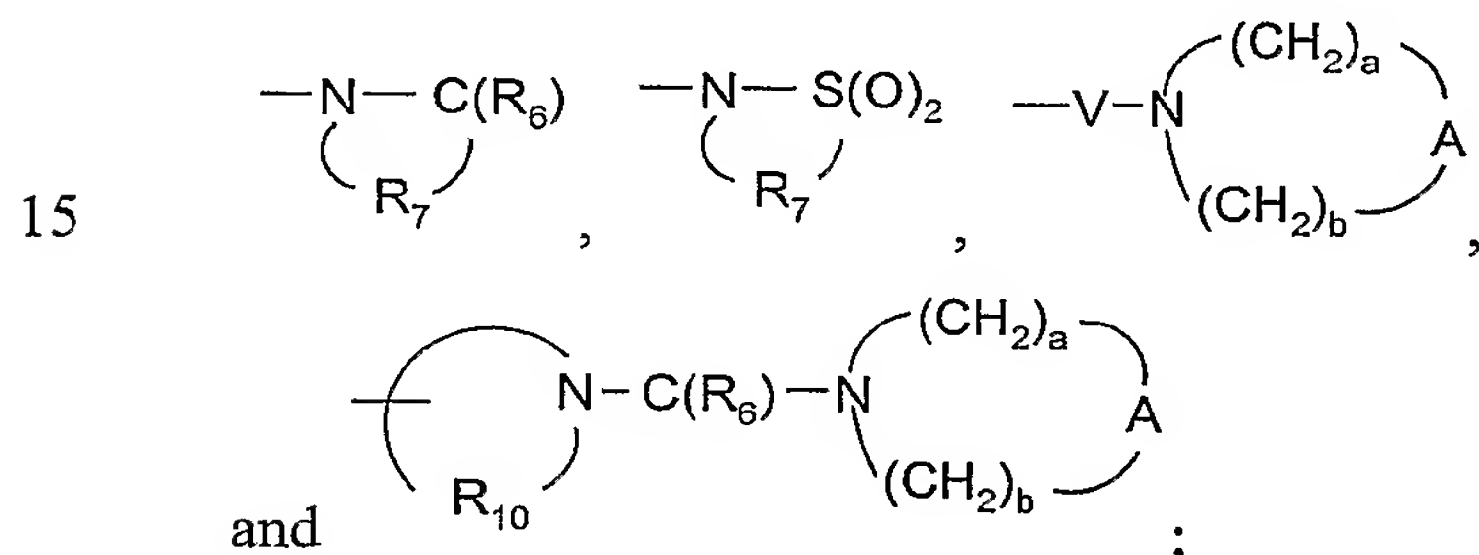
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R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl,  
 aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl,  
 5 heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl,  
 alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl,  
 heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl  
 groups can be unsubstituted or substituted by one or more substituents  
 independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl,  
 10 haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy,  
 arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl,  
 amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of  
 alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R<sub>5</sub> is selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen,  
 20 C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-,  
5 -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-,  
-N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-; and

a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq$   
10 7.

12. The compound or salt of claim 11 wherein R" is hydrogen, alkoxyalkylenyl,  
-R<sub>4</sub>, -X'-R<sub>4</sub>, or -X'-Y-R<sub>4</sub>; wherein X' is C<sub>1-2</sub> alkylene; Y is -S(O)<sub>0-2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-O-, -O-C(R<sub>6</sub>)-, -O-C(O)-O-, -N(R<sub>8</sub>)-Q-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
15 -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-, or -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-, and R<sub>4</sub> is alkyl.

13. The compound or salt of claim 12 wherein R" is selected from the group  
consisting of hydrogen, alkyl, and alkoxyalkylenyl.

20 14. The compound or salt of claim 13 wherein R" is selected from the group  
consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl,  
and methoxymethyl.

25 15. The compound or salt of claim 11 wherein R" is selected from the group  
consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
30 heteroaryl,

heterocyclyl,  
alkylene-Y''-alkyl,  
alkylene-Y''-alkenyl,  
alkylene-Y''-aryl, and

5 alkyl or alkenyl substituted by one or more substituents selected from  
the group consisting of:

hydroxyl,  
halogen,  
-N(R<sub>8a</sub>)<sub>2</sub>,  
10 -C(O)-C<sub>1-10</sub> alkyl,  
-C(O)-O-C<sub>1-10</sub> alkyl,  
-N<sub>3</sub>,  
aryl,  
heteroaryl,  
15 heterocyclyl,  
-C(O)-aryl, and  
-C(O)-heteroaryl;

wherein:

Y'' is -O- or -S(O)<sub>0-2</sub>-; and

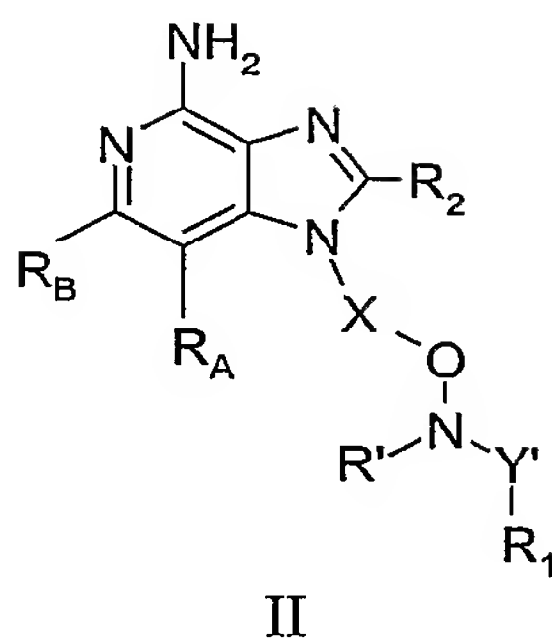
20 each R<sub>8a</sub> is independently selected from the group consisting of  
hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

16. The compound or salt of any one of claims 1 through 15 wherein R<sub>A</sub> and R<sub>B</sub>  
form a fused aryl ring or heteroaryl ring containing one N, wherein the aryl ring or  
25 heteroaryl ring is unsubstituted.

17. The compound or salt of any one of claims 1 through 15 wherein R<sub>A</sub> and R<sub>B</sub>  
form a fused 5 to 7 membered saturated ring, optionally containing one N, wherein  
the saturated ring is unsubstituted.

30

18. A compound of the formula (II):



5 wherein:

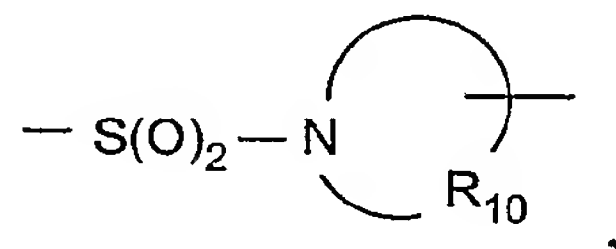
X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

10

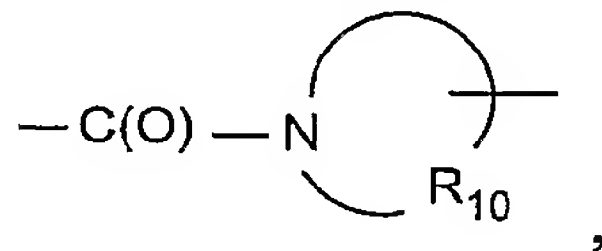
a bond,  
 -C(O)-,  
 -C(S)-,  
 -S(O)<sub>2</sub>-,  
 -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,

15



20

-C(O)-O-,  
 -C(O)-N(R<sub>8</sub>)-,  
 -C(S)-N(R<sub>8</sub>)-,  
 -C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,  
 -C(O)-N(R<sub>8</sub>)-C(O)-,  
 -C(S)-N(R<sub>8</sub>)-C(O)-,



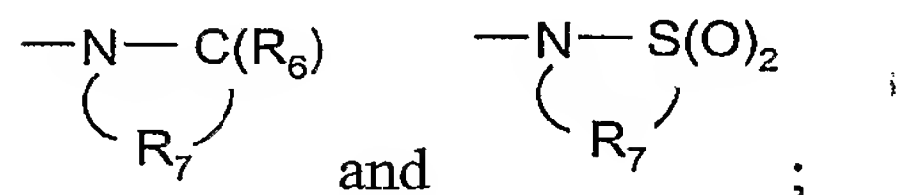
-C(O)-C(O)-,  
 -C(O)-C(O)-O-, and  
 -C(=NH)-N(R<sub>8</sub>)-;

R<sub>1</sub> and R' are independently selected from the group consisting of:

- 5           hydrogen,  
             alkyl,  
             alkenyl,  
             aryl,  
             arylalkylenyl,  
 10          heteroaryl,  
             heteroarylalkylenyl,  
             heterocyclyl,  
             heterocyclylalkylenyl, and  
             alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,  
 15          heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents  
             selected from the group consisting of:
- hydroxyl,  
             alkyl,  
             haloalkyl,  
 20          hydroxyalkyl,  
             alkoxy,  
             dialkylamino,  
             -S(O)<sub>0-2</sub>-alkyl,  
             -S(O)<sub>0-2</sub>-aryl,  
 25          -NH-S(O)<sub>2</sub>-alkyl,  
             -NH-S(O)<sub>2</sub>-aryl,  
             haloalkoxy,  
             halogen,  
             nitrile,  
 30          nitro,

aryl,  
 heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 -C(O)-O-alkyl,  
 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_A$  and  $R_B$  are each independently selected from the group consisting of:

15 hydrogen,  
halogen,  
alkyl,  
alkenyl,  
alkoxy,  
20 alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, 25 or substituted by one R<sub>3</sub> group, or substituted by one R<sub>3</sub> group and one R group;

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

R is selected from the group consisting of:

halogen,  
hydroxyl,  
alkyl,  
5 alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

10 R<sub>2</sub> is selected from the group consisting of:

-R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>;

15 R<sub>3</sub> is selected from the group consisting of:

-Z-R<sub>4</sub>,  
-Z-X'-R<sub>4</sub>,  
-Z-X'-Y-R<sub>4</sub>, and  
-Z-X'-R<sub>5</sub>;

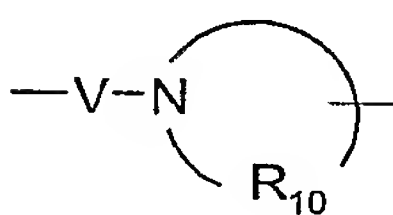
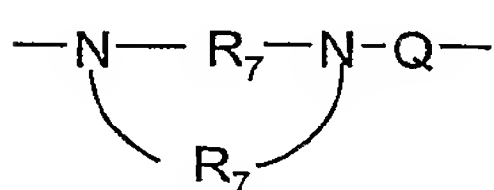
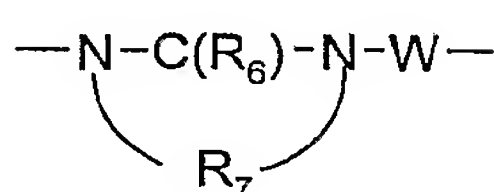
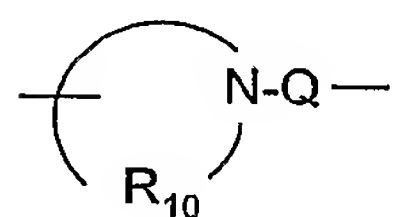
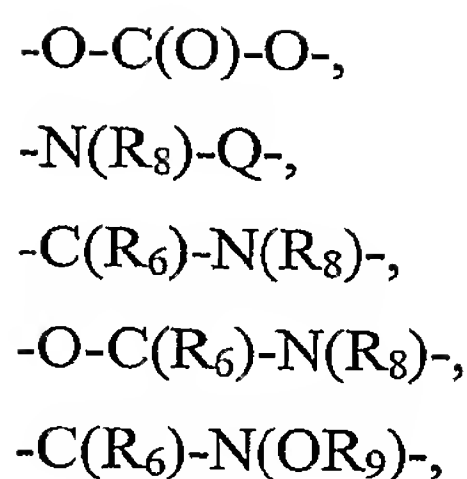
20 each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

25 each Y is independently selected from the group consisting of:

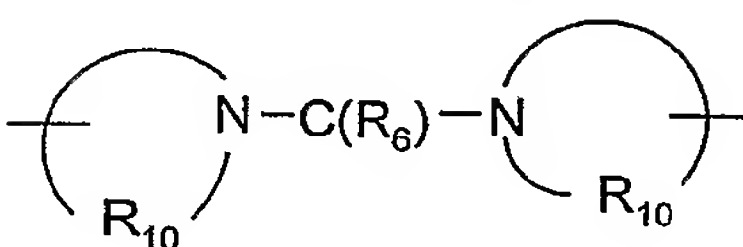
-S(O)<sub>0-2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-,  
-C(R<sub>6</sub>)-O-,  
30 -O-C(R<sub>6</sub>)-,



5



, and



10

;

Z is a bond or -O-;

15

20

each  $\text{R}_4$  is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino,



19. The compound or salt of claim 18 wherein X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups.
- 5 20. The compound or salt of claim 19 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.
21. The compound or salt of any one of claims 18 through 20 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.
- 10 22. The compound or salt of any one of claims 18 through 21 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.
23. The compound or salt of any one of claims 18 through 21 wherein Y' is  
15 -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.
24. The compound or salt of any one of claims 18 through 21 or 23 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group  
20 consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
25. The compound or salt of claim 24 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.
- 25 26. The compound or salt of any one of claims 18 through 21 or 23 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl,  
30 -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

27. The compound or salt of claim 26 wherein  $R_1$  is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
28. The compound or salt of any one of claims 18 through 27 wherein  $R_2$  is hydrogen, alkoxyalkylenyl,  $-R_4$ ,  $-X'-R_4$ , or  $-X'-Y-R_4$ ; wherein  $X'$  is  $C_{1-2}$  alkylene;  $Y$  is  $-S(O)_{0-2}-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-$ ,  $-C(R_6)-O-$ ,  $-O-C(R_6)-$ ,  $-O-C(O)-O-$ ,  $-N(R_8)-Q-$ ,  $-C(R_6)-N(R_8)-$ ,  $-O-C(R_6)-N(R_8)-$ , or  $-C(R_6)-N(OR_9)-$ ; and  $R_4$  is alkyl.
29. The compound or salt of claim 28 wherein  $R_2$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.
30. The compound or salt of claim 29 wherein  $R_2$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.
31. The compound or salt of any one of claims 18 through 27 wherein  $R_2$  is selected from the group consisting of:
- hydrogen,
  - alkyl,
  - alkenyl,
  - aryl,
  - heteroaryl,
  - heterocyclyl,
  - alkylene- $Y''$ -alkyl,
  - alkylene- $Y''$ -alkenyl,
  - alkylene- $Y''$ -aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

- hydroxyl,
- halogen,
- 5 -N(R<sub>8a</sub>)<sub>2</sub>,
- C(O)-C<sub>1-10</sub> alkyl,
- C(O)-O-C<sub>1-10</sub> alkyl,
- N<sub>3</sub>,
- aryl,
- 10 heteroaryl,
- heterocyclyl,
- C(O)-aryl, and
- C(O)-heteroaryl;

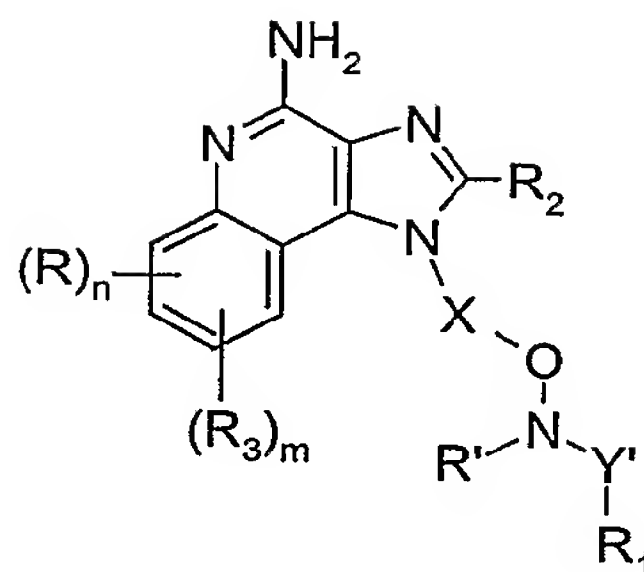
wherein:

- 15 Y" is -O- or -S(O)<sub>0-2</sub>-; and
- each R<sub>8a</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

32. The compound or salt of any one of claims 18 through 31 wherein R<sub>A</sub> and R<sub>B</sub> form a fused aryl ring or heteroaryl ring containing one N, wherein the aryl ring or heteroaryl ring is unsubstituted.

33. The compound or salt of any one of claims 18 through 31 wherein R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one N, wherein the saturated ring is unsubstituted.

34. A compound of the formula (III):



III

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 5 -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally  
 interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

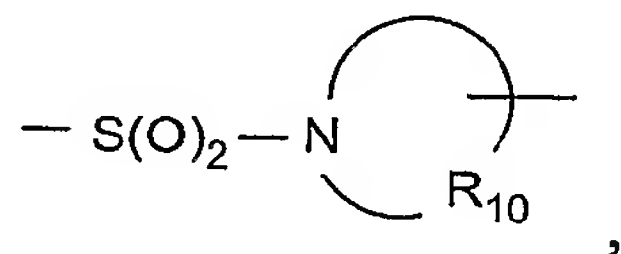
a bond,

-C(O)-,

10 -C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

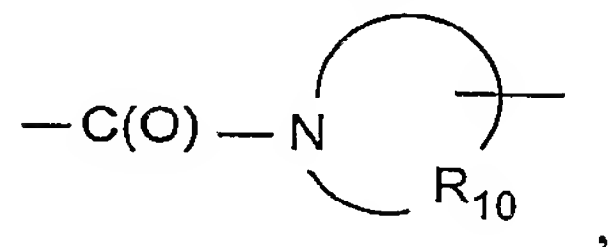
15 -C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



20

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

each R is independently selected from the group consisting of:

halogen,

5 hydroxyl,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

10 alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

alkyl,

15 alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

20 heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,  
heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents

selected from the group consisting of:

25 hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

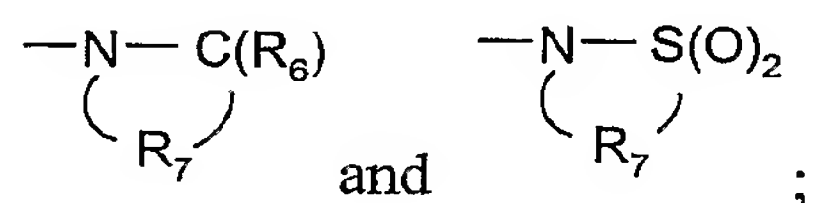
alkoxy,

30 dialkylamino,

5  
10  
15

-S(O)<sub>0-2</sub>-alkyl,  
-S(O)<sub>0-2</sub>-aryl,  
-NH-S(O)<sub>2</sub>-alkyl,  
-NH-S(O)<sub>2</sub>-aryl,  
haloalkoxy,  
halogen,  
nitrile,  
nitro,  
aryl,  
heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

20 or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



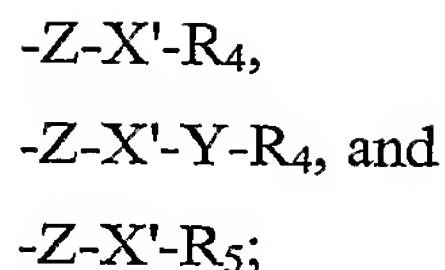
$R_2$  is selected from the group consisting of:

25                -R<sub>4</sub>,  
                    -X'-R<sub>4</sub>,  
                    -X'-Y-R<sub>4</sub>, and  
                    -X'-R<sub>5</sub>;

$R_3$  is selected from the group consisting of:

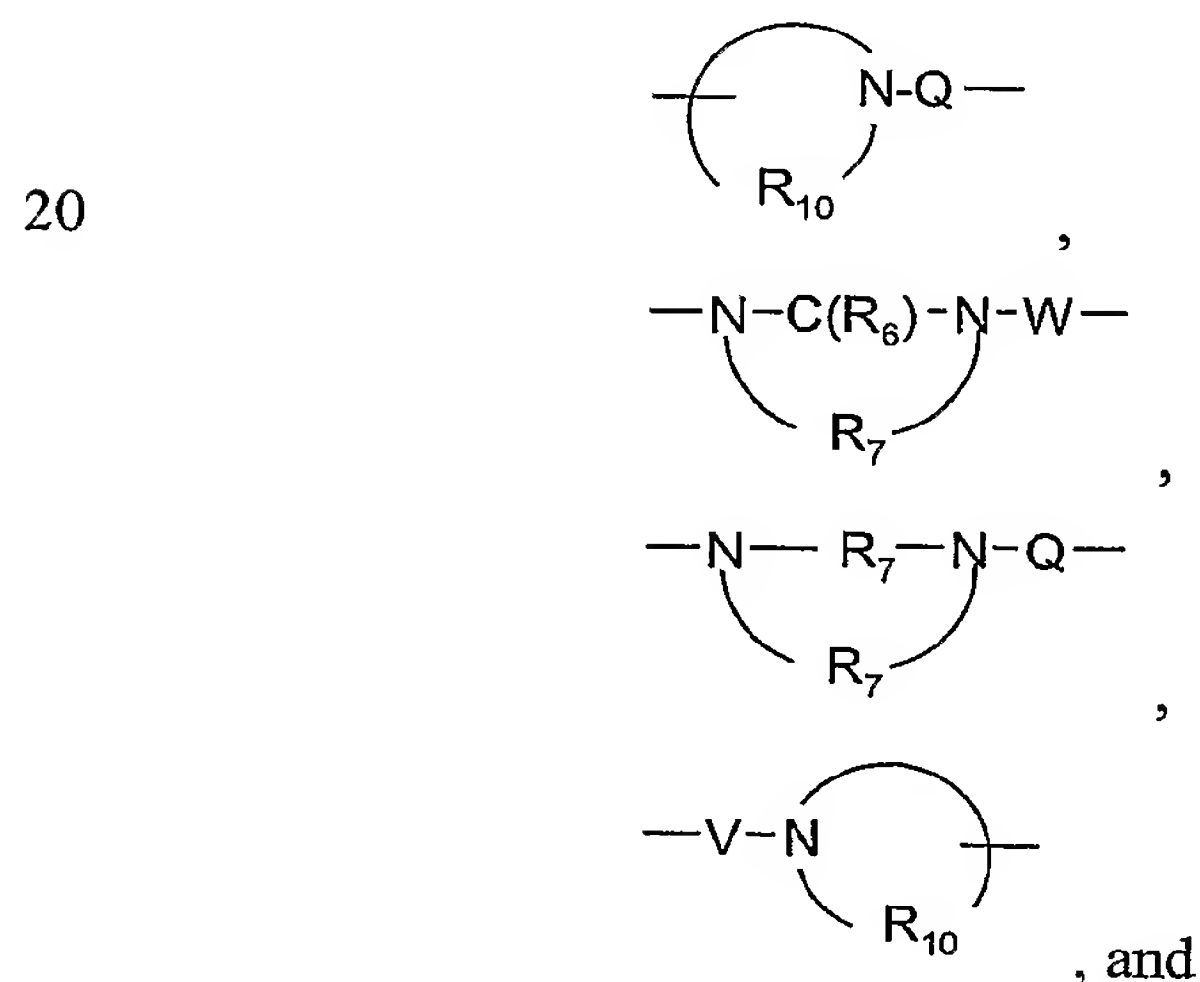
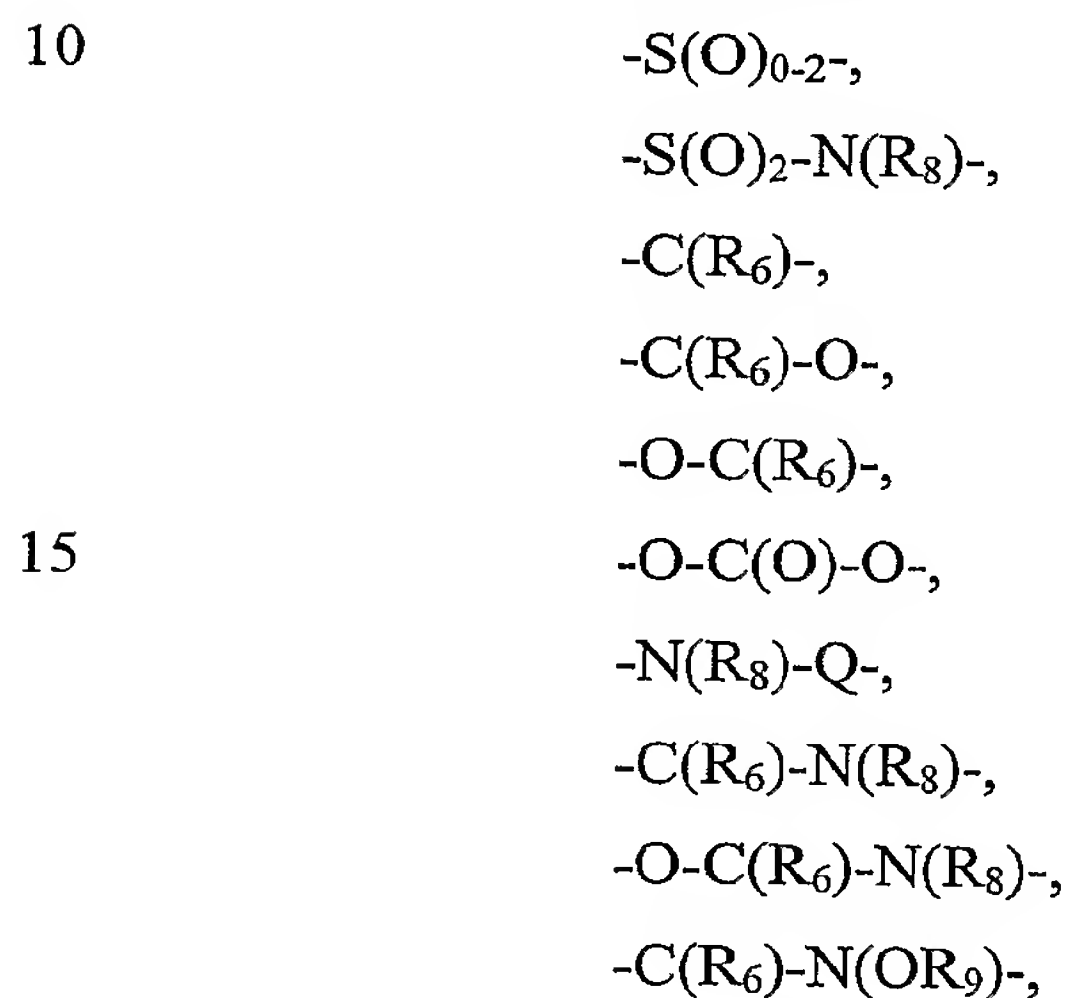
-Z-R<sub>4</sub>,

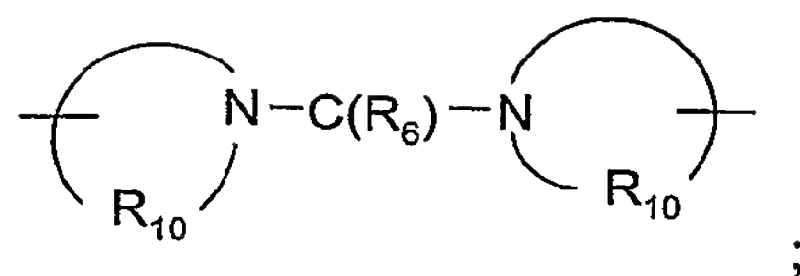




5 each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

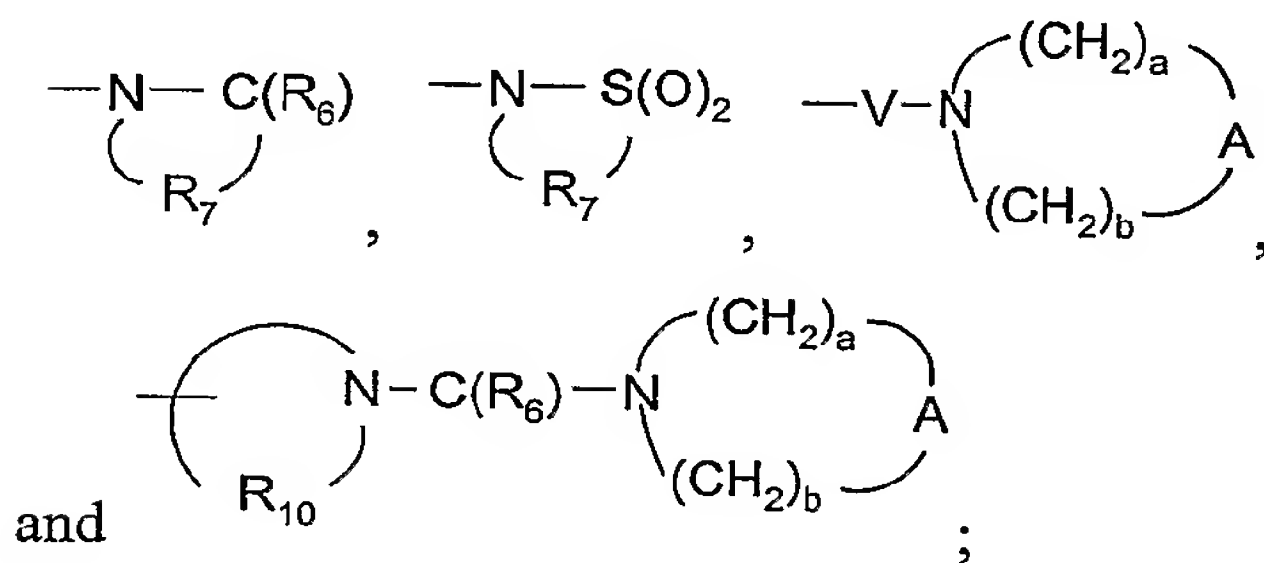




Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

15 each R<sub>5</sub> is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

20 each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

n is an integer from 0 to 4; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

35. The compound or salt of claim 34 wherein X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups.

36. The compound or salt of claim 35 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

37. The compound or salt of any one of claims 34 through 36 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.

38. The compound or salt of any one of claims 34 through 37 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.

39. The compound or salt of any one of claims 34 through 37 wherein Y' is a bond and R' and R<sub>1</sub> are each hydrogen.
40. The compound or salt of any one of claims 34 through 37 wherein Y' is  
5 -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.
41. The compound or salt of any one of claims 34 through 37 or 40 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group  
10 consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
42. The compound or salt of claim 41 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.  
15
43. The compound or salt of any one of claims 34 through 37 or 40 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl,  
20 -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
44. The compound or salt of claim 43 wherein R<sub>1</sub> is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl,  
25 -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
45. The compound or salt of any one of claims 34 through 44 wherein R<sub>2</sub> is hydrogen, alkoxyalkylenyl, -R<sub>4</sub>, -X'-R<sub>4</sub>, or -X'-Y-R<sub>4</sub>; wherein X' is C<sub>1-2</sub> alkylene; Y is -S(O)<sub>0-2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-O-, -O-C(R<sub>6</sub>)-, -O-C(O)-O-, -N(R<sub>8</sub>)-Q-,  
30 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-, -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-, or -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-; and R<sub>4</sub> is alkyl.

46. The compound or salt of claim 45 wherein R<sub>2</sub> is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.

5 47. The compound or salt of claim 46 wherein R<sub>2</sub> is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

10 48. The compound or salt of any one of claims 34 through 44 wherein R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
15 heteroaryl,  
heterocyclyl,  
alkylene-Y"-alkyl,  
alkylene-Y"-alkenyl,  
alkylene-Y"-aryl, and

20 alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
halogen,  
-N(R<sub>8a</sub>)<sub>2</sub>,  
25 -C(O)-C<sub>1-10</sub> alkyl,  
-C(O)-O-C<sub>1-10</sub> alkyl,  
-N<sub>3</sub>,  
aryl,  
heteroaryl,  
30 heterocyclyl,

-C(O)-aryl, and  
-C(O)-heteroaryl;

wherein:

Y" is -O- or -S(O)<sub>0-2</sub>-; and

5 each R<sub>8a</sub> is independently selected from the group consisting of  
hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

49. The compound or salt of any one of claims 34 through 48 wherein m and n  
are each 0.

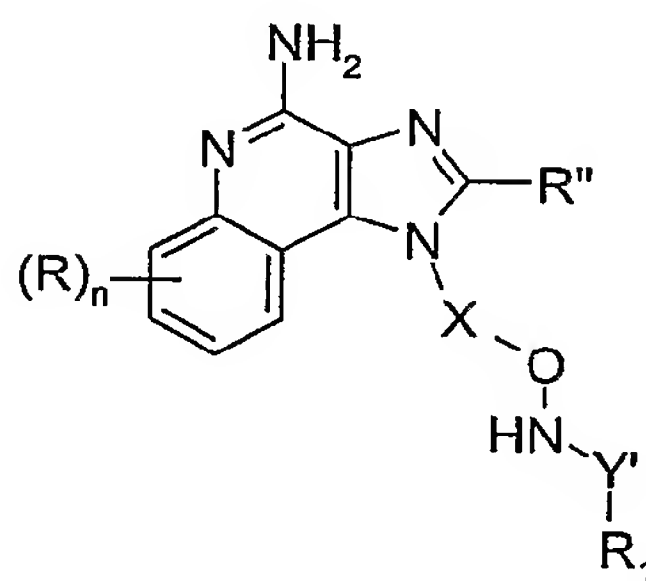
10

50. The compound or salt of any one of claims 34 through 48 wherein m is 1,  
and R<sub>3</sub> is phenyl, pyridin-3-yl, pyridin-4-yl, 5-(hydroxymethyl)pyridin-3-yl,  
2-ethoxyphenyl, 3-(morpholine-4-carbonyl)phenyl, or  
3-(N,N-dimethylaminocarbonyl)phenyl.

15

51. The compound or salt of any one of claims 34 through 48 or 50 wherein  
each R is independently selected from the group consisting of alkyl, alkoxy,  
halogen, hydroxyl, and trifluoromethyl.

20 52. A compound of the formula (IV):



IV

wherein:

25 X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and

-CH(R<sub>9a</sub>)-alkenylene-;

Y' is selected from the group consisting of:

- a bond,
- C(O)-,
- 5 -C(S)-,
- S(O)<sub>2</sub>-,
- S(O)<sub>2</sub>-N(R<sub>8a</sub>)-,
- C(O)-O-,
- C(O)-N(R<sub>8a</sub>)-,
- 10 -C(S)-N(R<sub>8a</sub>)-,
- C(O)-N(R<sub>8a</sub>)-S(O)<sub>2</sub>-,
- C(O)-N(R<sub>8a</sub>)-C(O)-,
- C(S)-N(R<sub>8a</sub>)-C(O)-, and
- C(O)-C(O)-O-;

15 R<sub>1</sub> is selected from the group consisting of:

- hydrogen,
  - alkyl,
  - alkenyl,
  - aryl,
  - 20 alkylene-aryl,
  - alkylene-heteroaryl,
  - alkylene-heterocyclyl,
  - heteroaryl,
  - heterocyclyl, and
  - 25 alkyl, alkenyl, aryl, arylalkylenyl, heteroarylalkylenyl,
- heterocyclylalkylenyl, heteroaryl or heterocyclyl, substituted by one or more substituents selected from the group consisting of:

- hydroxyl,
- alkyl,
- 30 haloalkyl,

hydroxyalkyl,  
 -O-alkyl,  
 -S(O)<sub>0-2</sub>-alkyl,  
 -S(O)<sub>0-2</sub>-aryl,  
 5 -O-haloalkyl,  
 halogen,  
 nitrile,  
 nitro,  
 aryl,  
 10 heteroaryl,  
 heterocyclyl,  
 -O-aryl,  
 -O-alkylene-aryl,  
 -C(O)-O-alkyl,  
 15 -C(O)-N(R<sub>8a</sub>)<sub>2</sub>,  
 -N(R<sub>8a</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

each R and R" are independently selected from the group consisting of  
 20 hydrogen and non-interfering substituents;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
 be optionally interrupted by one or more -O- groups;

each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
 C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl; and

25 n is an integer from 0 to 4;  
 or a pharmaceutically acceptable salt thereof.

53. The compound or salt of claim 52 wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or  
 -C(O)-N(R<sub>8a</sub>)-.

30



54. The compound or salt of claim 52 or 53 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

55. The compound or salt of claim 52 or 53 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

56. The compound or salt of claim 55 wherein R<sub>1</sub> is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

57. The compound or salt of any one of claims 52 through 56 wherein X is -CH(R<sub>9a</sub>)-C<sub>1-10</sub> alkylene-.

58. The compound or salt of claim 57 wherein X is propylene or butylene.

59. The compound or salt of any one of claims 52 through 58 wherein each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl.

60. The compound or salt of any one of claims 52 through 59 wherein R" is selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 5 alkylene-Y''-alkyl,  
 alkylene-Y''-alkenyl,  
 alkylene-Y''-aryl, and  
 alkyl or alkenyl substituted by one or more substituents selected from  
 the group consisting of:  
 10 hydroxyl,  
 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 15 -N<sub>3</sub>,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 -C(O)-aryl, and  
 20 -C(O)-heteroaryl;

wherein:

Y'' is -O- or -S(O)<sub>0-2</sub>; and

each R<sub>8a</sub> is independently selected from the group consisting of  
 hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

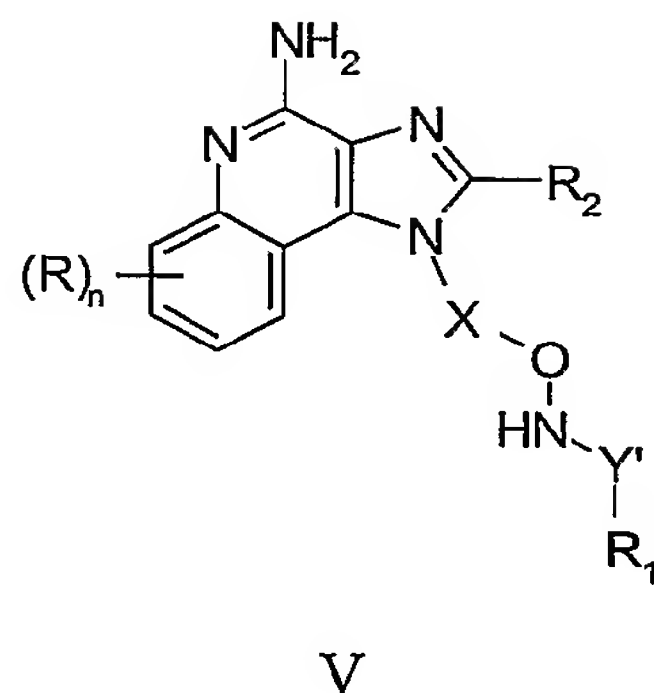
25

61. The compound or salt of claim 60 wherein R'' is selected from the group  
 consisting of hydrogen, alkyl, and alkoxyalkylenyl.

62. The compound or salt of any one of claims 52 through 61 wherein n is 0.

30

63. A compound of the formula (V):



5 wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-;

Y' is selected from the group consisting of:

- a bond,
- 10 -C(O)-,
- C(S)-,
- S(O)<sub>2</sub>-,
- S(O)<sub>2</sub>-N(R<sub>8a</sub>)-,
- C(O)-O-,
- 15 -C(O)-N(R<sub>8a</sub>)-,
- C(S)-N(R<sub>8a</sub>)-,
- C(O)-N(R<sub>8a</sub>)-S(O)<sub>2</sub>-,
- C(O)-N(R<sub>8a</sub>)-C(O)-,
- C(S)-N(R<sub>8a</sub>)-C(O)-, and
- 20 -C(O)-C(O)-O-;

R<sub>1</sub> is selected from the group consisting of:

- hydrogen,
- alkyl,
- alkenyl,
- 25 aryl,

alkylene-aryl,  
alkylene-heteroaryl,  
alkylene-heterocyclyl,  
heteroaryl,  
5 heterocyclyl, and  
alkyl, alkenyl, aryl, arylalkylenyl, heteroarylalkylenyl,  
heterocyclylalkylenyl, heteroaryl or heterocyclyl, substituted by one or more  
substituents selected from the group consisting of:

10 hydroxyl,  
alkyl,  
haloalkyl,  
hydroxyalkyl,  
-O-alkyl,  
-S(O)<sub>0-2</sub>-alkyl,  
15 -S(O)<sub>0-2</sub>-aryl,  
-O-haloalkyl,  
halogen,  
nitrile,  
nitro,  
20 aryl,  
heteroaryl,  
heterocyclyl,  
-O-aryl,  
-O-alkylene-aryl,  
25 -C(O)-O-alkyl,  
-C(O)-N(R<sub>8a</sub>)<sub>2</sub>,  
-N(R<sub>8a</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

- hydrogen,
- 5        alkyl,
- alkenyl,
- aryl,
- heteroaryl,
- heterocyclyl,
- 10       alkylene-Y''-alkyl,
- alkylene-Y''-alkenyl,
- alkylene-Y''-aryl, and
- alkyl or alkenyl substituted by one or more substituents selected from
- the group consisting of:
- 15       hydroxyl,
- halogen,
- N(R<sub>8a</sub>)<sub>2</sub>,
- C(O)-C<sub>1-10</sub> alkyl,
- C(O)-O-C<sub>1-10</sub> alkyl,
- 20       -N<sub>3</sub>,
- aryl,
- heteroaryl,
- heterocyclyl,
- C(O)-aryl, and
- 25       -C(O)-heteroaryl;

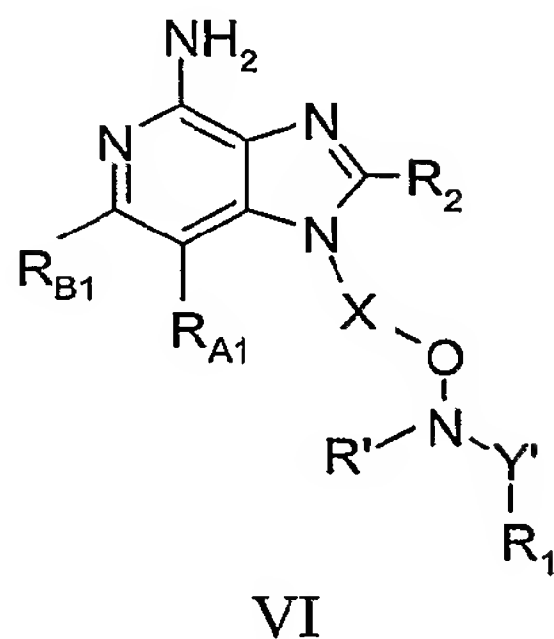
Y'' is -O- or -S(O)<sub>0-2</sub>;

each R<sub>8a</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
30       be optionally interrupted by one or more -O- groups; and

n is an integer from 0 to 4;  
or a pharmaceutically acceptable salt thereof.

64. A compound of the formula (VI):



wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
-CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally  
interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

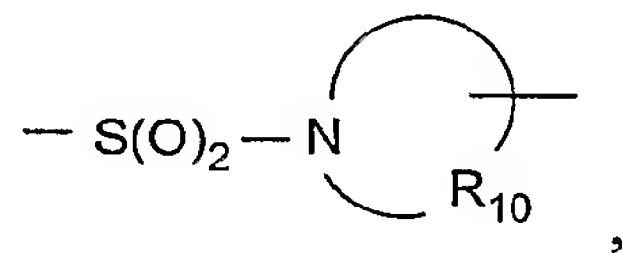
a bond,

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

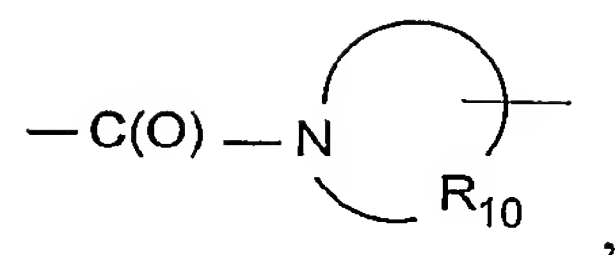
-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



$-\text{C}(\text{O})-\text{C}(\text{O})-$ ,

$-\text{C}(\text{O})-\text{C}(\text{O})-\text{O}-$ , and

$-\text{C}(=\text{NH})-\text{N}(\text{R}_8)-$ ;

5  $\text{R}_1$  and  $\text{R}'$  are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

10 arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

15 alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxyl,

alkyl,

20 haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

$-\text{S}(\text{O})_{0-2}$ -alkyl,

25  $-\text{S}(\text{O})_{0-2}$ -aryl,

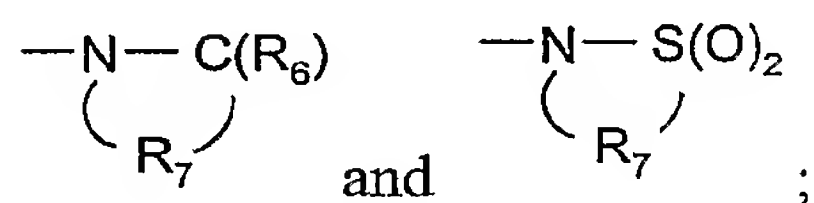
$-\text{NH}-\text{S}(\text{O})_2$ -alkyl,

$-\text{NH}-\text{S}(\text{O})_2$ -aryl,

haloalkoxy,

5 halogen,  
 nitrile,  
 nitro,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 10 -C(O)-O-alkyl,  
 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

15 or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are  
 bonded can join to form a ring selected from the group consisting of:



R<sub>A1</sub> and R<sub>B1</sub> are each independently selected from the group consisting of:

20 hydrogen,  
 halogen,  
 alkyl,  
 alkenyl,  
 alkoxy,  
 alkylthio, and  
 -N(R<sub>9</sub>)<sub>2</sub>;

25 R<sub>2</sub> is selected from the group consisting of:

-R<sub>4</sub>,  
 -X'-R<sub>4</sub>,  
 -X'-Y-R<sub>4</sub>, and



-X'-R<sub>5</sub>;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-S(O)<sub>0-2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,

-C(R<sub>6</sub>)-,

-C(R<sub>6</sub>)-O-,

-O-C(R<sub>6</sub>)-,

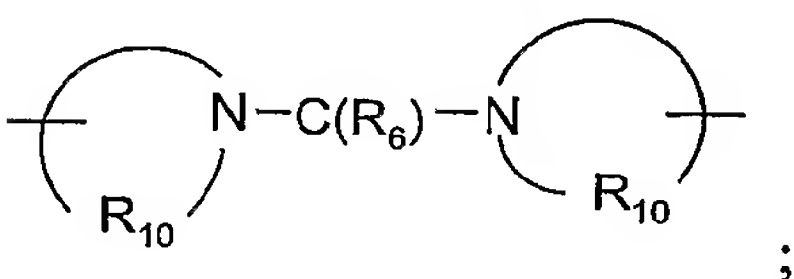
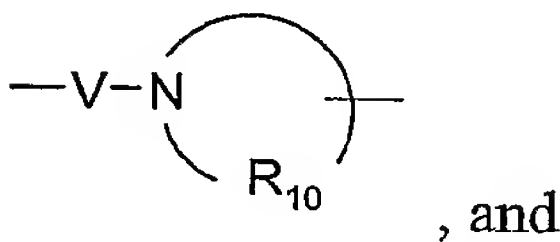
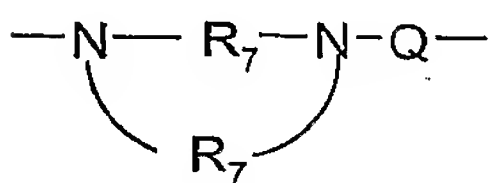
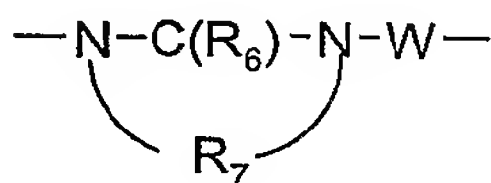
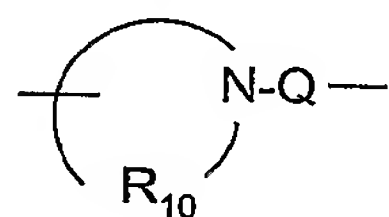
-O-C(O)-O-,

-N(R<sub>8</sub>)-Q-,

-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,

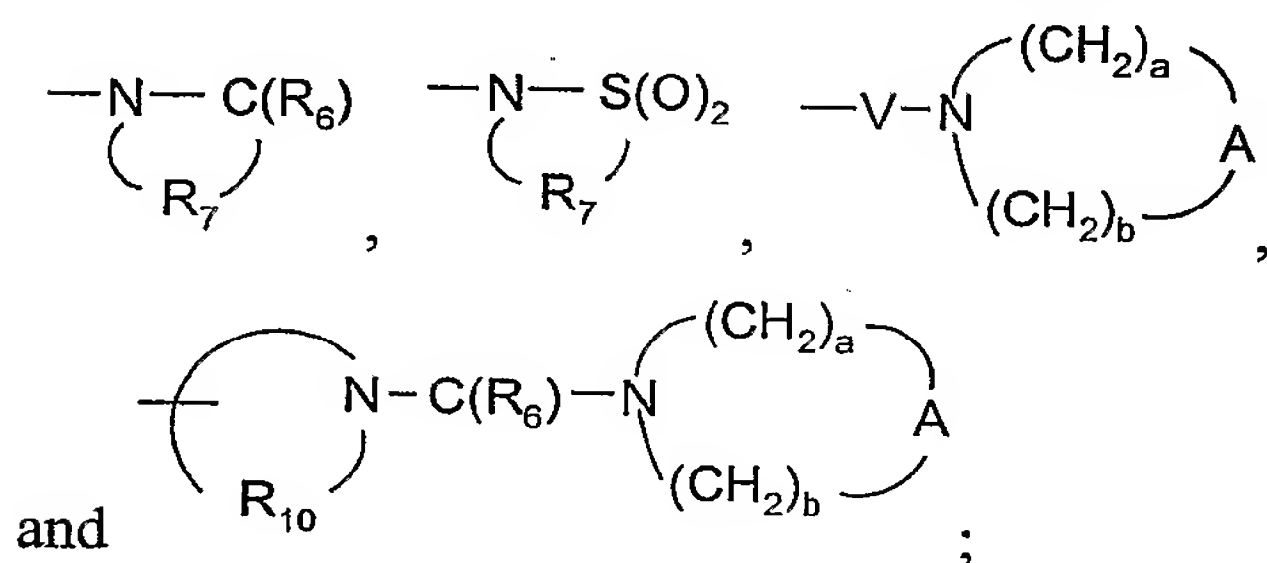
-O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,

-C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,



R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R<sub>5</sub> is selected from the group consisting of:



- each R<sub>6</sub> is independently selected from the group consisting of =O and =S;  
 each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;  
 each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;  
 each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;  
 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;  
 each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;  
 A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;  
 Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-,

-S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-; and

5           a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

10       65.     The compound or salt of claim 64 wherein X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups.

66.     The compound or salt of claim 65 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

15       67.     The compound or salt of any one of claims 64 through 66 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.

20       68.     The compound or salt of any one of claims 64 through 67 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.

69.     The compound or salt of any one of claims 64 through 67 wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.

25       70.     The compound or salt of any one of claims 64 through 67 or 69 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

71. The compound or salt of claim 70 wherein  $R_1$  is selected from the group consisting of  $C_{1-6}$  alkyl and pyridyl.
72. The compound or salt of any one of claims 64 through 67 or 69 wherein  $R_1$  is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
73. The compound or salt of claim 72 wherein  $R_1$  is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
74. The compound or salt of any one of claims 64 through 73 wherein  $R_2$  is hydrogen, alkoxyalkylenyl,  $-R_4$ ,  $-X'-R_4$ , or  $-X'-Y-R_4$ ; wherein  $X'$  is  $C_{1-2}$  alkylene;  $Y$  is  $-S(O)_{0-2}-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-$ ,  $-C(R_6)-O-$ ,  $-O-C(R_6)-$ ,  $-O-C(O)-O-$ ,  $-N(R_8)-Q-$ ,  $-C(R_6)-N(R_8)-$ ,  $-O-C(R_6)-N(R_8)-$ , or  $-C(R_6)-N(OR_9)-$ ; and  $R_4$  is alkyl.
75. The compound or salt of claim 74 wherein  $R_2$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.
76. The compound or salt of claim 75 wherein  $R_2$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.
77. The compound or salt of any one of claims 64 through 73 wherein  $R_2$  is selected from the group consisting of:
- hydrogen,
- alkyl,

alkenyl,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 5 alkylene-Y''-alkyl,  
 alkylene-Y''-alkenyl,  
 alkylene-Y''-aryl, and  
 alkyl or alkenyl substituted by one or more substituents selected from  
 the group consisting of:

10 hydroxyl,  
 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 15 -N<sub>3</sub>,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 -C(O)-aryl, and  
 20 -C(O)-heteroaryl;

wherein:

Y'' is -O- or -S(O)<sub>0-2</sub>-; and

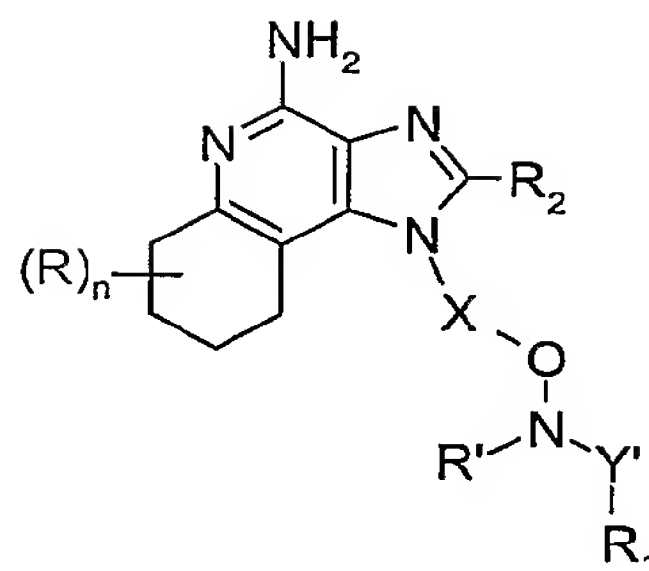
each R<sub>8a</sub> is independently selected from the group consisting of  
 hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

25

78. The compound or salt of any one of claims 64 through 77 wherein R<sub>A1</sub> and  
 R<sub>B1</sub> are each methyl.

79. A compound of the formula (VII):

30



VII

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 5 -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally  
 interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

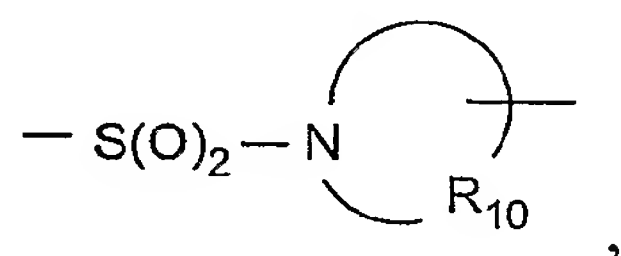
-C(O)-,

10

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

15

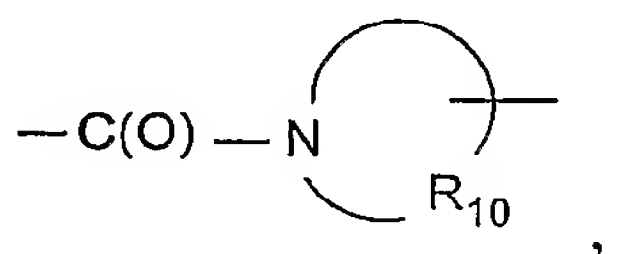
-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



20

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

each R is independently selected from the group consisting of:

halogen,

5 hydroxyl,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

10 alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

alkyl,

15 alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

20 heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,  
heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents  
selected from the group consisting of:

25 hydroxyl,

alkyl,

haloalkyl,

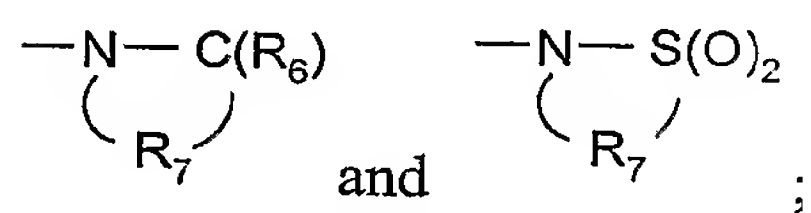
hydroxyalkyl,

alkoxy,

30 dialkylamino,

5  
 10  
 15  
 -S(O)<sub>0-2</sub>-alkyl,  
 -S(O)<sub>0-2</sub>-aryl,  
 -NH-S(O)<sub>2</sub>-alkyl,  
 -NH-S(O)<sub>2</sub>-aryl,  
 haloalkoxy,  
 halogen,  
 nitrile,  
 nitro,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 -C(O)-O-alkyl,  
 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

20  
 or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



R<sub>2</sub> is selected from the group consisting of:

25  
 -R<sub>4</sub>,  
 -X'-R<sub>4</sub>,  
 -X'-Y-R<sub>4</sub>, and  
 -X'-R<sub>5</sub>;

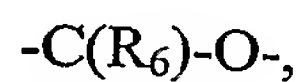
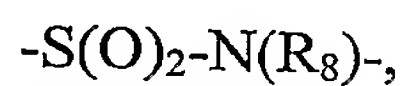
X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and



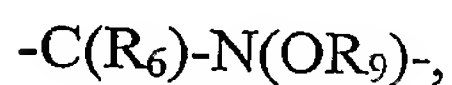
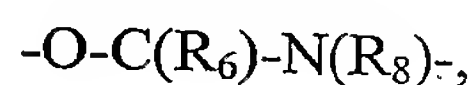
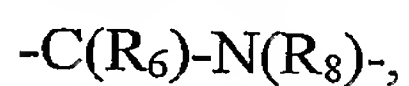
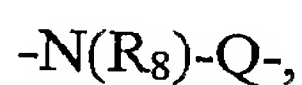
alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

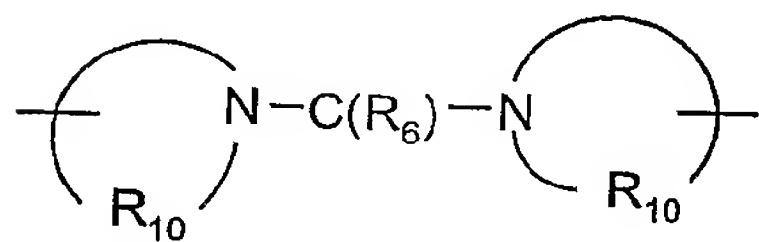
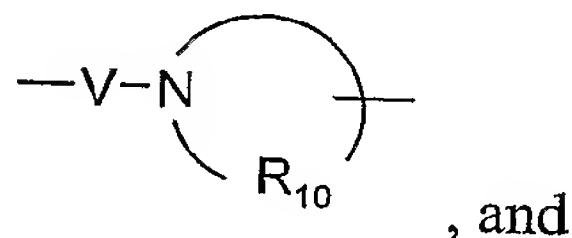
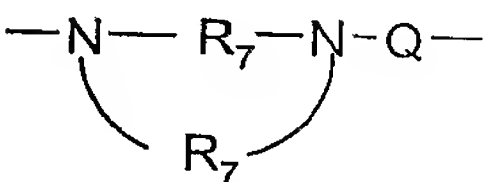
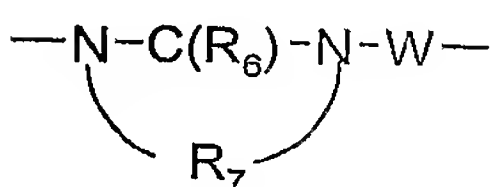
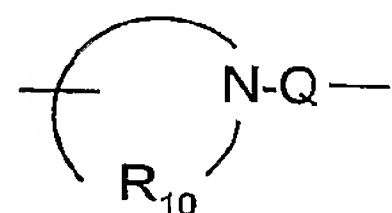
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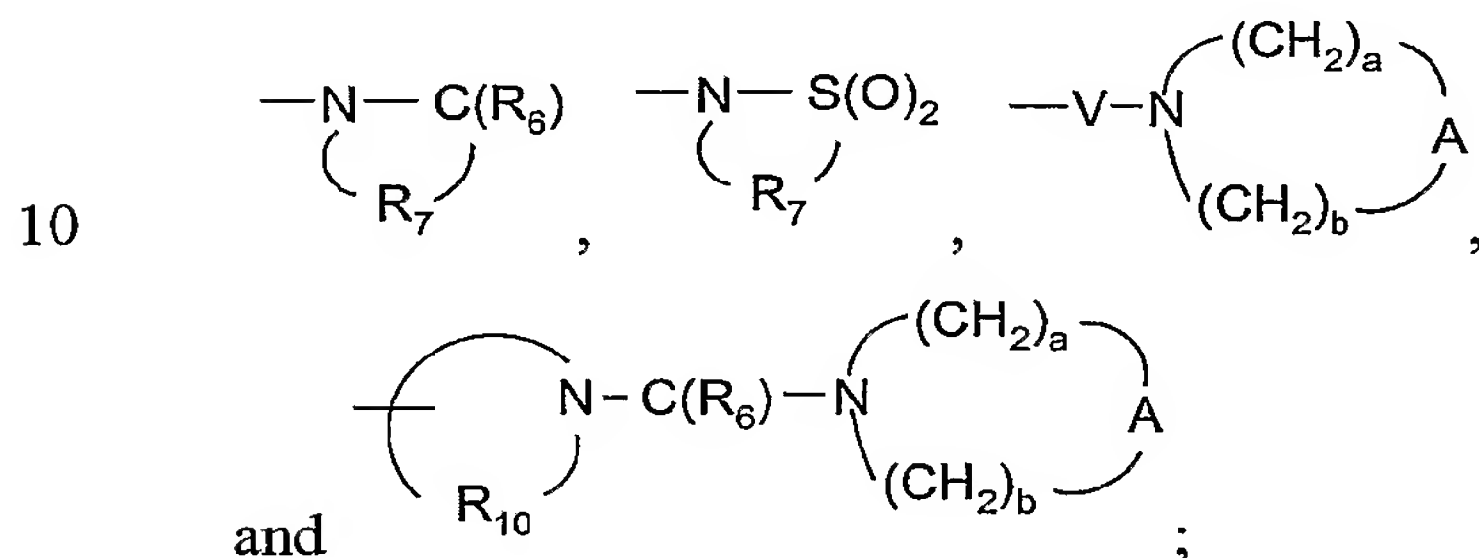


20

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl,

alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$R_5$  is selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen,  
15 C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

20                    each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0.2</sub>-, and -N(R<sub>4</sub>)-;

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

25 W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-,

-N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7; and

n is an integer from 0 to 4;

5 or a pharmaceutically acceptable salt thereof.

80. The compound or salt of claim 79 wherein X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups.

10 81. The compound or salt of claim 80 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

82. The compound or salt of any one of claims 79 through 81 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.

15

83. The compound or salt of any one of claims 79 through 82 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.

20 84. The compound or salt of any one of claims 79 through 82 wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.

25 85. The compound or salt of any one of claims 79 through 82 and 84 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

86. The compound or salt of claim 85 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.

30

87. The compound or salt of any one of claims 79 through 82 and 84 wherein  $R_1$  is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl,  
5 -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

88. The compound or salt of claim 87 wherein  $R_1$  is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl,  
10 -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

89. The compound or salt of any one of claims 79 through 88 wherein  $R_2$  is hydrogen, alkoxyalkylenyl,  $-R_4$ ,  $-X'-R_4$ , or  $-X'-Y-R_4$ ; wherein  $X'$  is  $C_{1-2}$  alkylene;  $Y$  is  $-S(O)_{0-2}-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-$ ,  $-C(R_6)-O-$ ,  $-O-C(R_6)-$ ,  $-O-C(O)-O-$ ,  $-N(R_8)-Q-$ ,  
15  $-C(R_6)-N(R_8)-$ ,  $-O-C(R_6)-N(R_8)-$ , or  $-C(R_6)-N(OR_9)-$ ; and  $R_4$  is alkyl.

90. The compound or salt of claim 89 wherein  $R_2$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.

20 91. The compound or salt of claim 90 wherein  $R_2$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

25 92. The compound or salt of any one of claims 79 through 88 wherein  $R_2$  is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
30 heteroaryl,

- heterocyclyl,  
 alkylene-Y"-alkyl,  
 alkylene-Y"-alkenyl,  
 alkylene-Y"-aryl, and  
 5 alkyl or alkenyl substituted by one or more substituents selected from  
 the group consisting of:  
 hydroxyl,  
 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 10 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 -N<sub>3</sub>,  
 aryl,  
 heteroaryl,  
 15 heterocyclyl,  
 -C(O)-aryl, and  
 -C(O)-heteroaryl;

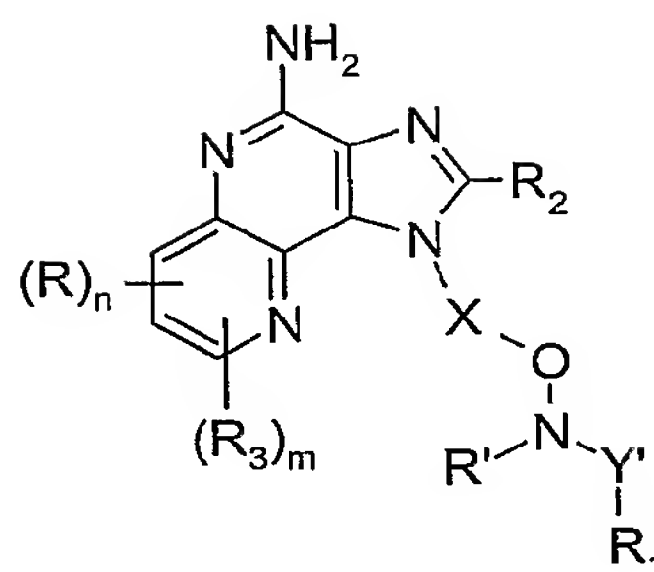
wherein:

- Y" is -O- or -S(O)<sub>0-2</sub>-; and  
 20 each R<sub>8a</sub> is independently selected from the group consisting of  
 hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

93. The compound or salt of any one of claims 79 through 92 wherein each R is  
 independently selected from the group consisting of alkyl, alkoxy, halogen,  
 25 hydroxyl, and trifluoromethyl.

94. The compound or salt of any one of claims 79 through 92 wherein n is 0.

95. A compound of the formula (VIII):



VIII

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 5 -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally  
 interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,

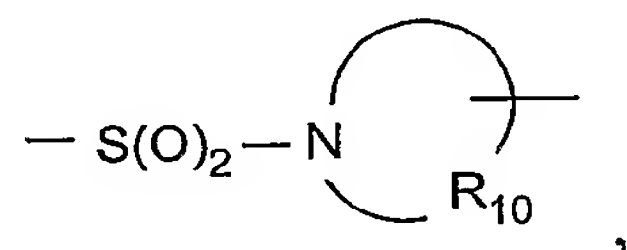
-C(O)-,

10

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

15

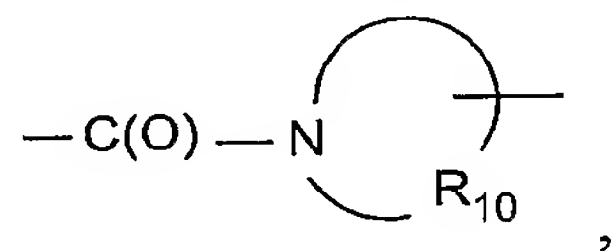
-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



20

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

each R is independently selected from the group consisting of:

halogen,

5

hydroxyl,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

10

alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

alkyl,

15

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

20

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,

heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents

selected from the group consisting of:

25

hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

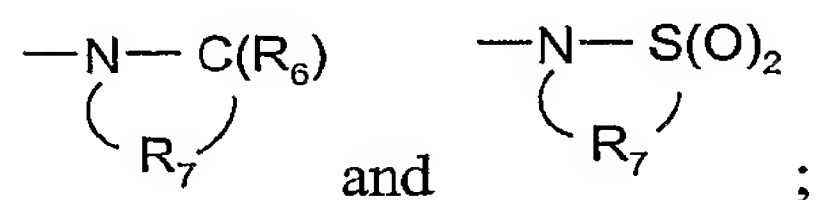
alkoxy,

30

dialkylamino,

5                   -S(O)<sub>0-2</sub>-alkyl,  
                   -S(O)<sub>0-2</sub>-aryl,  
                   -NH-S(O)<sub>2</sub>-alkyl,  
                   -NH-S(O)<sub>2</sub>-aryl,  
 10               haloalkoxy,  
                   halogen,  
                   nitrile,  
                   nitro,  
                   aryl,  
 15               heteroaryl,  
                   heterocyclyl,  
                   aryloxy,  
                   arylalkyleneoxy,  
                   -C(O)-O-alkyl,  
                   -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
                   -N(R<sub>8</sub>)-C(O)-alkyl,  
                   -O-C(O)-alkyl, and  
                   -C(O)-alkyl;

20               or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are  
 bonded can join to form a ring selected from the group consisting of:



R<sub>2</sub> is selected from the group consisting of:

25               -R<sub>4</sub>,  
                   -X'-R<sub>4</sub>,  
                   -X'-Y-R<sub>4</sub>, and  
                   -X'-R<sub>5</sub>;

R<sub>3</sub> is selected from the group consisting of:

-Z-R<sub>4</sub>,



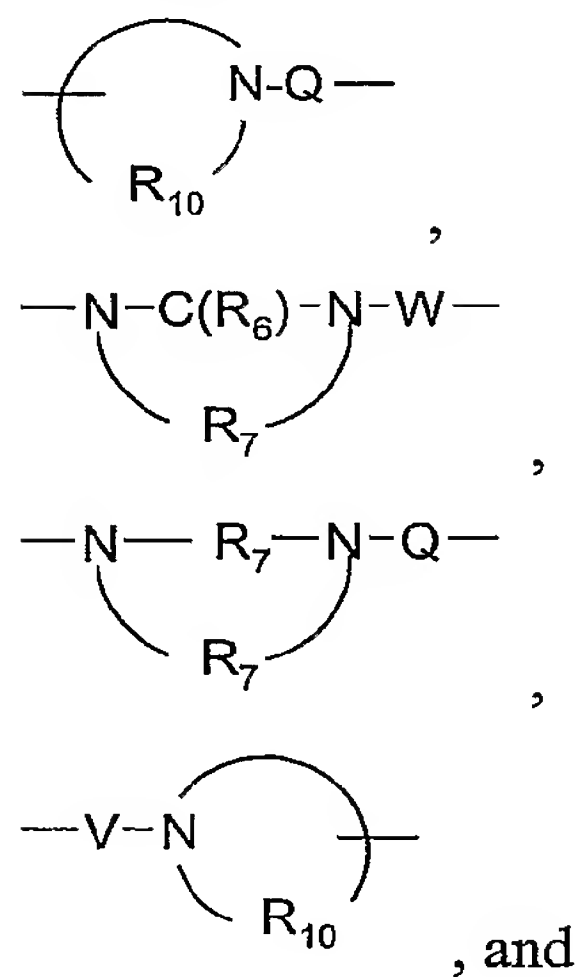
-Z-X'-R<sub>4</sub>,  
 -Z-X'-Y-R<sub>4</sub>, and  
 -Z-X'-R<sub>5</sub>;

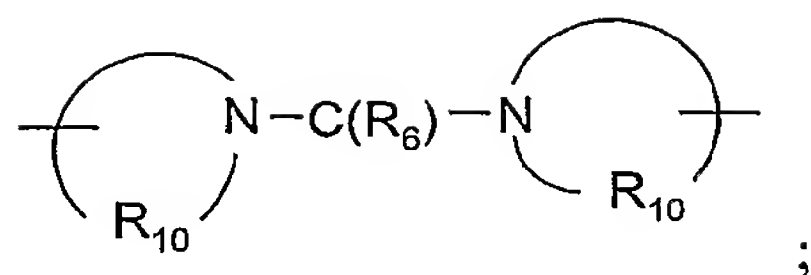
each X' is independently selected from the group consisting of alkylene,  
 5 alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the  
 alkylene, alkenylene, and alkynylene groups can be optionally interrupted or  
 terminated with arylene, heteroarylene, or heterocyclylene, and optionally  
 interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

10 -S(O)<sub>0-2</sub>-,  
 -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-,  
 -C(R<sub>6</sub>)-O-,  
 -O-C(R<sub>6</sub>)-,  
 15 -O-C(O)-O-,  
 -N(R<sub>8</sub>)-Q-,  
 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,

20

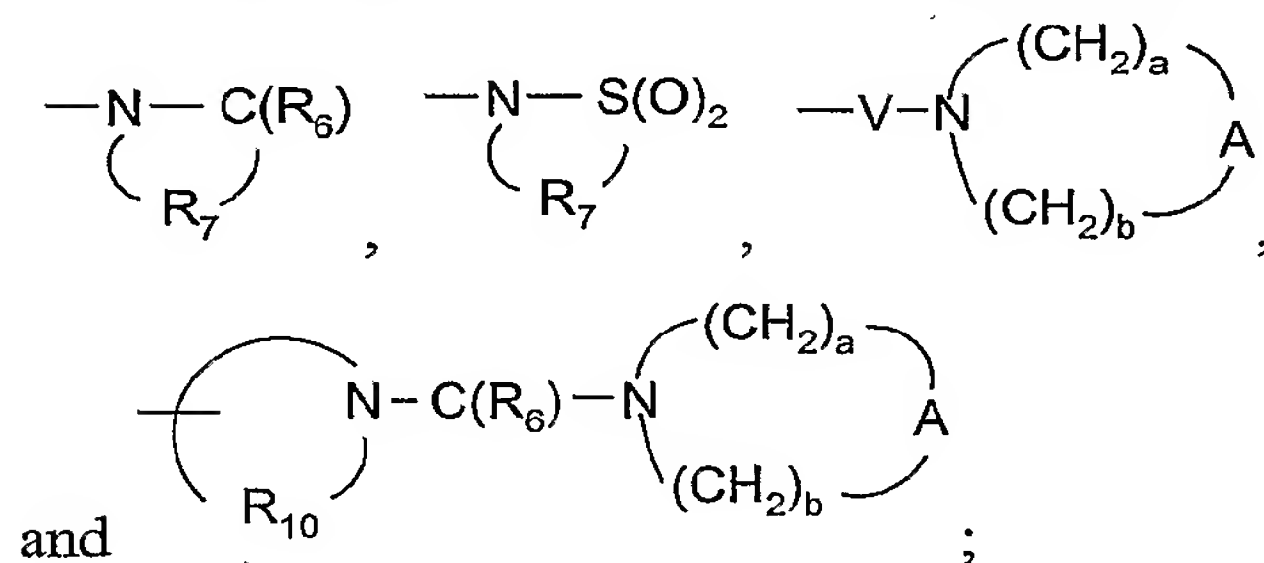




Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each R<sub>5</sub> is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

n is an integer from 0 to 3; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

96. The compound or salt of claim 95 wherein X is -CH(R<sub>9a</sub>)-alkylene-, wherein the alkylene is optionally interrupted by one or more -O- groups.

97. The compound or salt of claim 96 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

98. The compound or salt of any one of claims 95 through 97 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.

99. The compound or salt of any one of claims 95 through 98 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.

100. The compound or salt of any one of claims 95 through 98 wherein Y' is a bond and R' and R<sub>1</sub> are each hydrogen.

101. The compound or salt of any one of claims 95 through 98 wherein Y' is  
5 -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.

102. The compound or salt of any one of claims 95 through 98 and 101 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the  
10 group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

103. The compound or salt of claim 102 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.

15

104. The compound or salt of any one of claims 95 through 98 and 101 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl,  
20 -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

105. The compound or salt of claim 104 wherein R<sub>1</sub> is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl,  
25 -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

106. The compound or salt of any one of claims 95 through 105 wherein R<sub>2</sub> is hydrogen, alkoxyalkylenyl, -R<sub>4</sub>, -X'-R<sub>4</sub>, or -X'-Y-R<sub>4</sub>; wherein X' is C<sub>1-2</sub> alkylene; Y is -S(O)<sub>0-2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-O-, -O-C(R<sub>6</sub>)-, -O-C(O)-O-, -N(R<sub>8</sub>)-Q-,  
30 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-, -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-, or -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,; and R<sub>4</sub> is alkyl.

107. The compound or salt of claim 106 wherein  $R_2$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.

5 108. The compound or salt of claim 107 wherein  $R_2$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

10 109. The compound or salt of any one of claims 95 through 105 wherein  $R_2$  is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
15 heteroaryl,  
heterocyclyl,  
alkylene- $Y''$ -alkyl,  
alkylene- $Y''$ -alkenyl,  
alkylene- $Y''$ -aryl, and

20 alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
halogen,  
- $N(R_{8a})_2$ ,  
25 - $C(O)-C_{1-10}$  alkyl,  
- $C(O)-O-C_{1-10}$  alkyl,  
- $N_3$ ,  
aryl,  
heteroaryl,  
30 heterocyclyl,

-C(O)-aryl, and  
-C(O)-heteroaryl;

wherein:

Y" is -O- or -S(O)<sub>0-2</sub>-; and

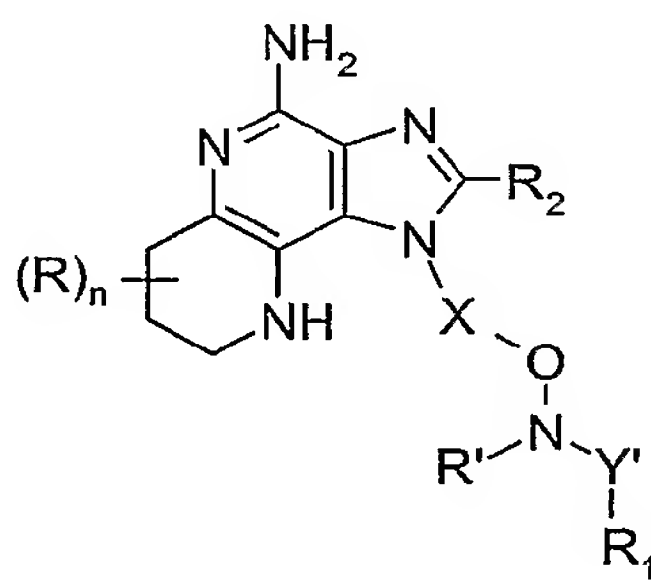
5 each R<sub>8a</sub> is independently selected from the group consisting of  
hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

110. The compound or salt of any one of claims 95 through 109 wherein each R  
is independently selected from the group consisting of alkyl, alkoxy, halogen,  
10 hydroxyl, and trifluoromethyl.

111. The compound or salt of any one of claims 95 through 110 wherein m and n  
are each 0.

15 112. The compound or salt of any one of claims 95 through 110 wherein m is 1,  
and R<sub>3</sub> is phenyl, pyridin-3-yl, pyridin-4-yl, 5-(hydroxymethyl)pyridin-3-yl, 2-  
ethoxyphenyl, 3-(morpholine-4-carbonyl)phenyl, or 3-(N,N-  
dimethylaminocarbonyl)phenyl.

20 113. A compound of the formula (IX):



IX

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and



alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

hydrogen,

5

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

10

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl,

heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents

15

selected from the group consisting of:

hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

20

alkoxy,

dialkylamino,

-S(O)<sub>0-2</sub>-alkyl,

-S(O)<sub>0-2</sub>-aryl,

-NH-S(O)<sub>2</sub>-alkyl,

25

-NH-S(O)<sub>2</sub>-aryl,

haloalkoxy,

halogen,

nitrile,

nitro,

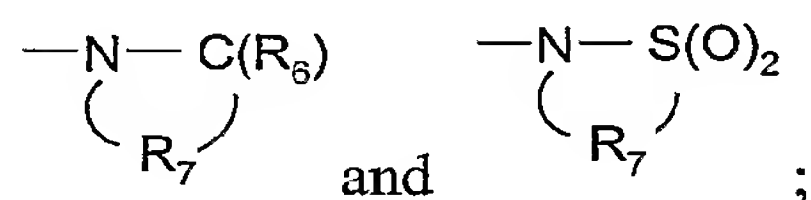
30

aryl,



heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

10 or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_2$  is selected from the group consisting of:

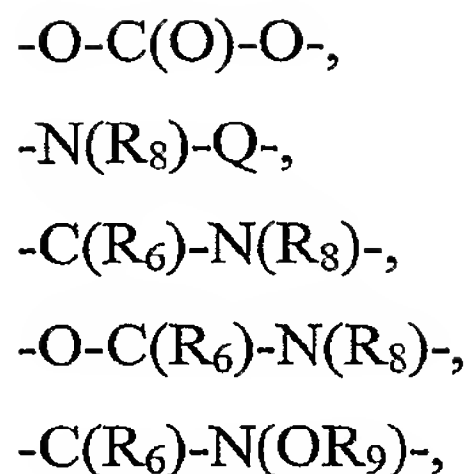
-R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

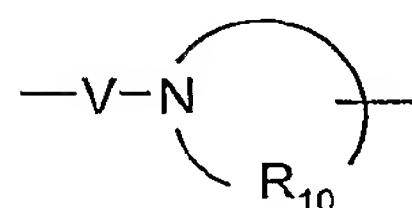
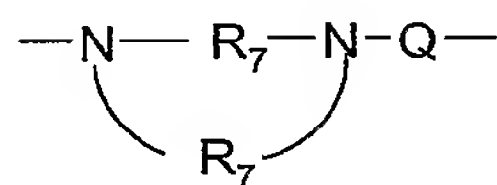
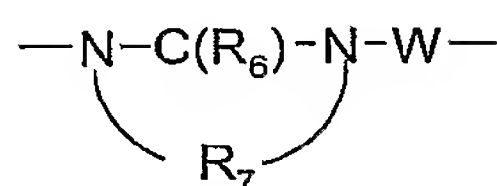
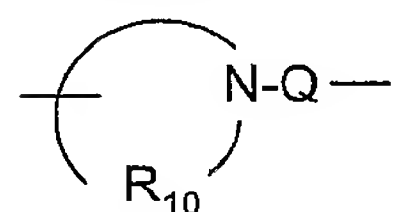
Y is selected from the group consisting of:

25

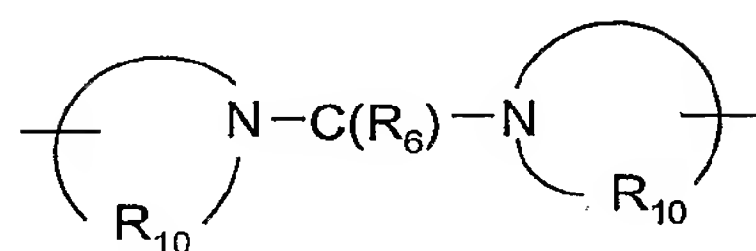
-S(O)<sub>0-2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
-C(R<sub>6</sub>)-,  
-C(R<sub>6</sub>)-O-,  
-O-C(R<sub>6</sub>)-,



5



, and

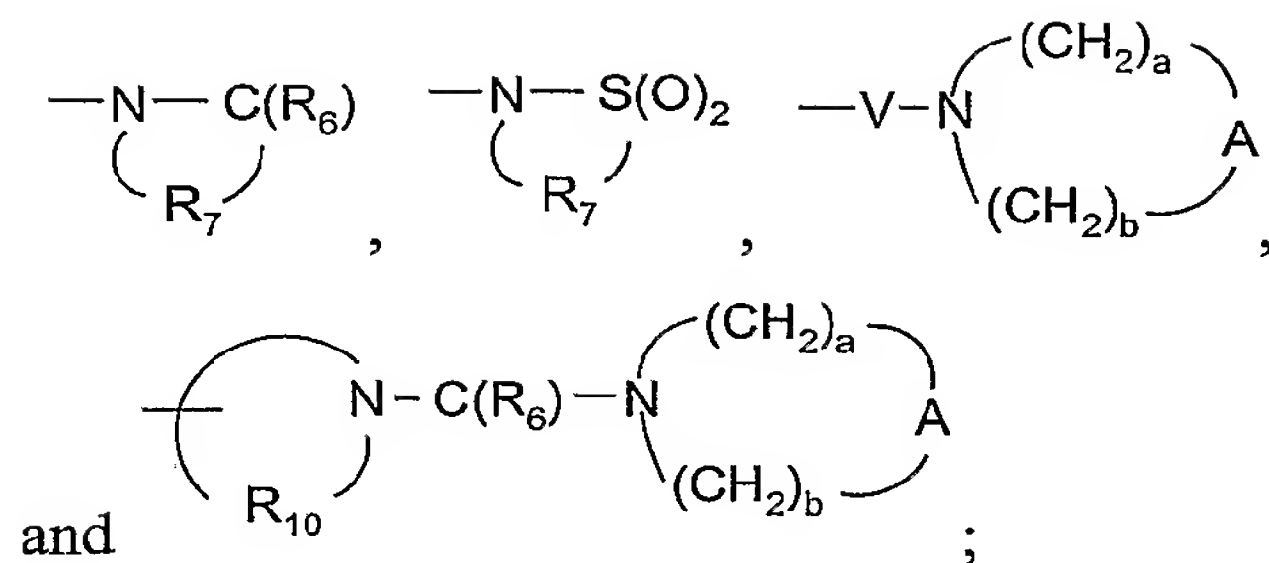


10

$R_4$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

20

$R_5$  is selected from the group consisting of:



each  $R_6$  is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

5 each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

10 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

A is selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

Q is selected from the group consisting of a bond,  $-C(R_6)-$ ,  $-C(R_6)-C(R_6)-$ ,  
15  $-S(O)_2-$ ,  $-C(R_6)-N(R_8)-W-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-O-$ , and  $-C(R_6)-N(OR_9)-$ ;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that  $a + b$  is  $\leq 7$ ; and

n is an integer from 0 to 3;

or a pharmaceutically acceptable salt thereof.

114. The compound or salt of claim 113 wherein X is -CH(R<sub>9a</sub>)-alkylene-,  
25 wherein the alkylene is optionally interrupted by one or more -O- groups.

115. The compound or salt of claim 114 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.
116. The compound or salt of any one of claims 113 through 115 wherein R' is  
5 selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.
117. The compound or salt of any one of claims 113 through 116 wherein Y' is a bond and R<sub>1</sub> is C<sub>1-6</sub> alkyl or aryl C<sub>1-6</sub> alkylenyl.
118. The compound or salt of any one of claims 113 through 116 wherein Y' is  
10 -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.
119. The compound or salt of any one of claims 113 through 116 and 118 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and  
15 heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
120. The compound or salt of claim 119 wherein R<sub>1</sub> is selected from the group  
20 consisting of C<sub>1-6</sub> alkyl and pyridyl.
121. The compound or salt of any one of claims 113 through 116 and 118 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and  
heteroaryl, each of which is optionally substituted by one or more substituents  
25 selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
122. The compound or salt of claim 121 wherein R<sub>1</sub> is selected from the group consisting of alkyl and aryl, each of which is optionally substituted by one or more  
30 substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl,

-S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

123. The compound or salt of any one of claims 113 through 122 wherein  $R_2$  is hydrogen, alkoxyalkylenyl,  $-R_4$ ,  $-X'-R_4$ , or  $-X'-Y-R_4$ ; wherein  $X'$  is  $C_{1-2}$  alkylene;  $Y$  is  $-S(O)_{0-2}-$ ,  $-S(O)_2-N(R_8)-$ ,  $-C(R_6)-$ ,  $-C(R_6)-O-$ ,  $-O-C(R_6)-$ ,  $-O-C(O)-O-$ ,  $-N(R_8)-Q-$ ,  $-C(R_6)-N(R_8)-$ ,  $-O-C(R_6)-N(R_8)-$ , or  $-C(R_6)-N(OR_9)-$ ; and  $R_4$  is alkyl.

124. The compound or salt of claim 123 wherein  $R_2$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.

125. The compound or salt of claim 124 wherein  $R_2$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

126. The compound or salt of any one of claims 113 through 122 wherein  $R_2$  is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
heteroaryl,  
heterocyclyl,  
alkylene- $Y''$ -alkyl,  
alkylene- $Y''$ -alkenyl,  
alkylene- $Y''$ -aryl, and  
alkyl or alkenyl substituted by one or more substituents selected from

the group consisting of:

hydroxyl,  
halogen,  
 $-N(R_{8a})_2$ ,

-C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 -N<sub>3</sub>,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 -C(O)-aryl, and  
 -C(O)-heteroaryl;

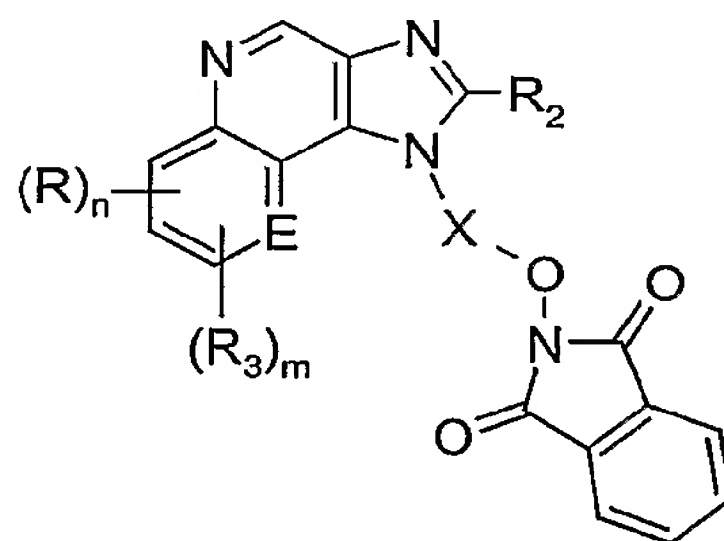
wherein:

Y" is -O- or -S(O)<sub>0-2</sub>-; and  
 each R<sub>8a</sub> is independently selected from the group consisting of  
 hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl.

127. The compound or salt of any one of claims 113 through 126 wherein each R  
 is independently selected from the group consisting of alkyl, alkoxy, halogen,  
 hydroxyl, and trifluoromethyl.

128. The compound or salt of any one of claims 113 through 126 wherein n is 0.

129. A compound of the formula (X):



X

wherein:

E is selected from the group consisting of CH, CR, CR<sub>3</sub>, and N, with the proviso that when E is CR<sub>3</sub>, m is 0, and n is 0 or 1, and with the further proviso that when E is CR and m is 1, n is 0;

5 X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

each R is independently selected from the group consisting of:

10 halogen,  
hydroxyl,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
15 -N(R<sub>9</sub>)<sub>2</sub>;

R<sub>2</sub> is selected from the group consisting of:

-R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
20 -X'-R<sub>5</sub>;

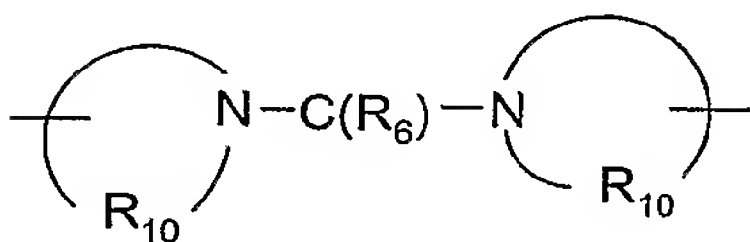
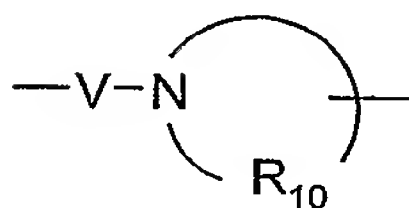
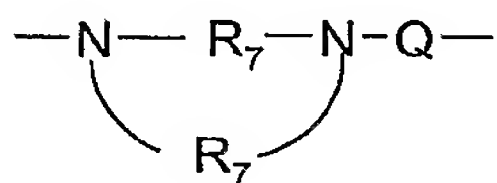
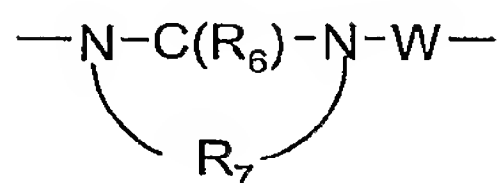
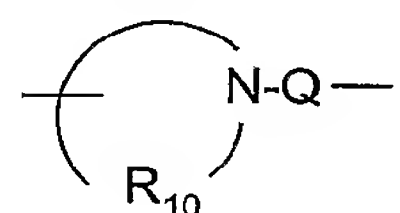
R<sub>3</sub> is selected from the group consisting of:

-Z-R<sub>4</sub>,  
-Z-X'-R<sub>4</sub>,  
-Z-X'-Y-R<sub>4</sub>, and  
25 -Z-X'-R<sub>5</sub>;

each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally  
30 interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

-S(O)<sub>0-2</sub>-,  
 -S(O)<sub>2</sub>-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-,  
 -C(R<sub>6</sub>)-O-,  
 -O-C(R<sub>6</sub>)-,  
 -O-C(O)-O-,  
 -N(R<sub>8</sub>)-Q-,  
 -C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,  
 -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,



;

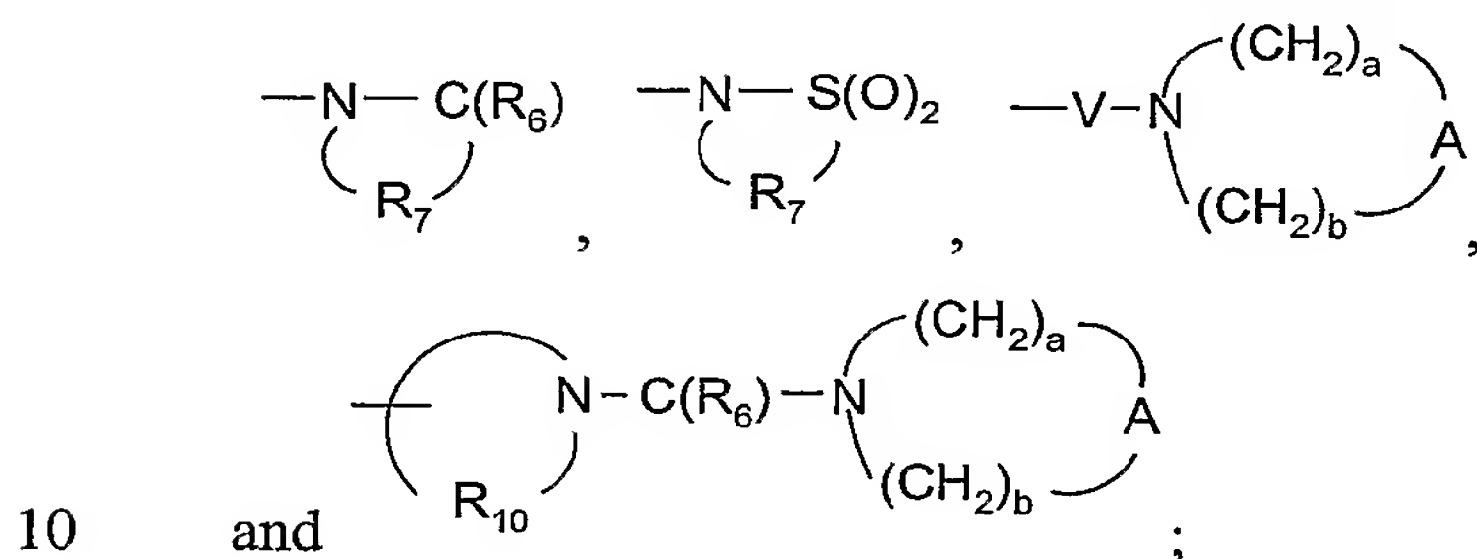
Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl,



heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each  $R_5$  is independently selected from the group consisting of:



each R<sub>6</sub> is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

15 each R<sub>9</sub> is independently selected from the group consisting of hydrogen and  
alkyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

20 each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

25            each W is independently selected from the group consisting of a bond,  
-C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of  $-C(R_6)-$ ,  $-O-C(R_6)-$ ,  $-N(R_8)-C(R_6)-$ , and  $-S(O)_2-$ ;

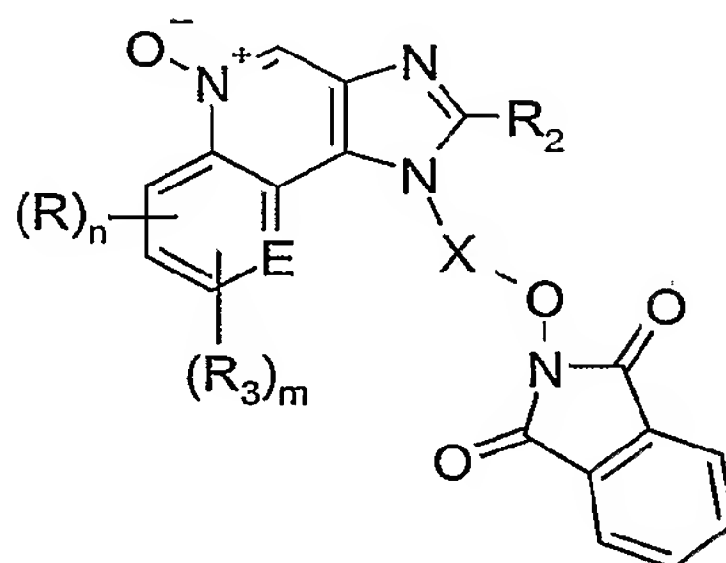
a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

5 n is an integer from 0 to 3; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

130. A compound of the formula (XI):



XI

wherein:

E is selected from the group consisting of CH, CR,  $CR_3$ , and N, with the proviso that when E is  $CR_3$ , m is 0, and n is 0 or 1, and with the further proviso that  
15 when E is CR and m is 1, n is 0;

X is selected from the group consisting of  $-CH(R_{9a})-$ alkylene- and  $-CH(R_{9a})-$ alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more  $-O-$  groups;

each R is independently selected from the group consisting of:

- 20
- halogen,
  - hydroxyl,
  - alkyl,
  - alkenyl,
  - haloalkyl,

alkoxy,  
 alkylthio, and  
 $-N(R_9)_2$ ;

$R_2$  is selected from the group consisting of:

5            $-R_4$ ,  
               $-X'-R_4$ ,  
               $-X'-Y-R_4$ , and  
               $-X'-R_5$ ;

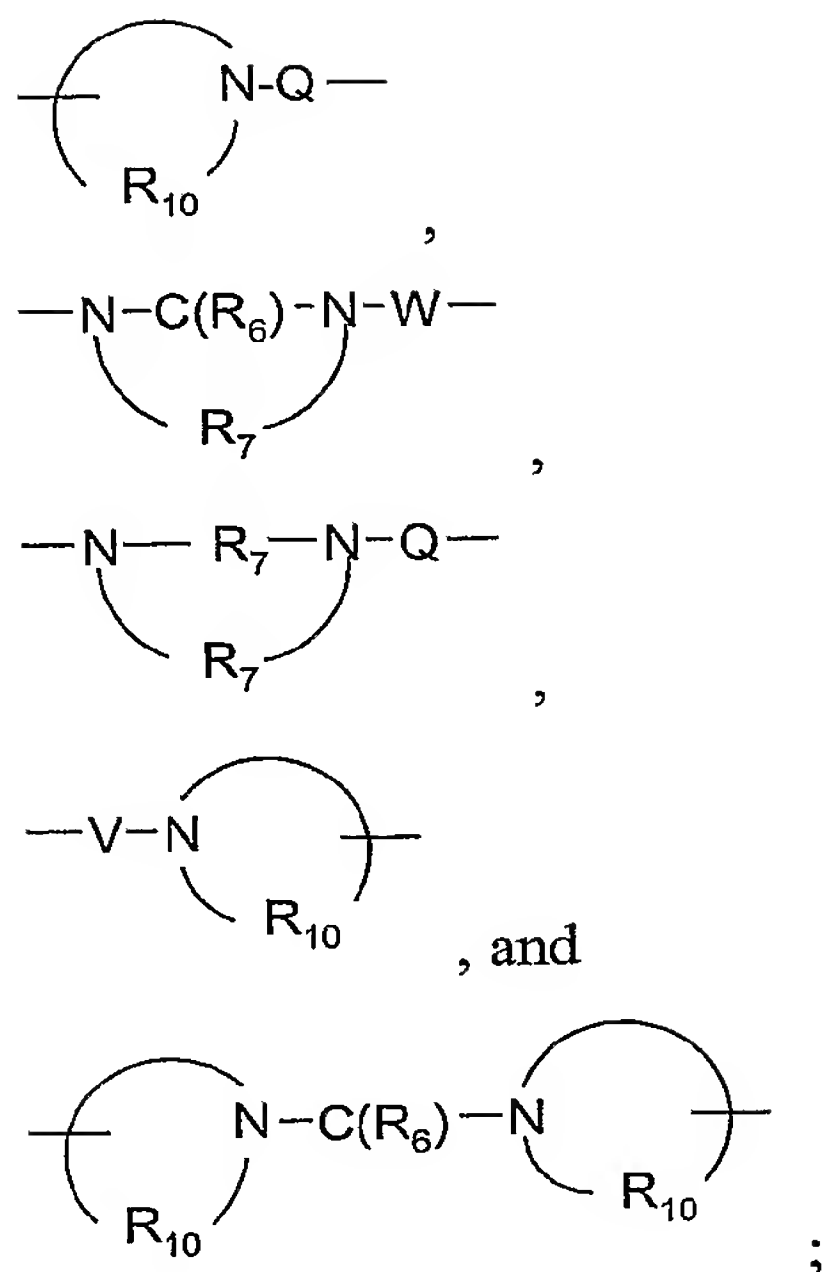
$R_3$  is selected from the group consisting of:

10            $-Z-R_4$ ,  
               $-Z-X'-R_4$ ,  
               $-Z-X'-Y-R_4$ , and  
               $-Z-X'-R_5$ ;

each  $X'$  is independently selected from the group consisting of alkylene,  
 15   alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the  
      alkylene, alkenylene, and alkynylene groups can be optionally interrupted or  
      terminated with arylene, heteroarylene, or heterocyclylene, and optionally  
      interrupted by one or more  $-O-$  groups;

each  $Y$  is independently selected from the group consisting of:

20            $-S(O)_{0-2}-$ ,  
               $-S(O)_2-N(R_8)-$ ,  
               $-C(R_6)-$ ,  
               $-C(R_6)-O-$ ,  
               $-O-C(R_6)-$ ,  
 25            $-O-C(O)-O-$ ,  
               $-N(R_8)-Q-$ ,  
               $-C(R_6)-N(R_8)-$ ,  
               $-O-C(R_6)-N(R_8)-$ ,  
               $-C(R_6)-N(OR_9)-$ ,



5

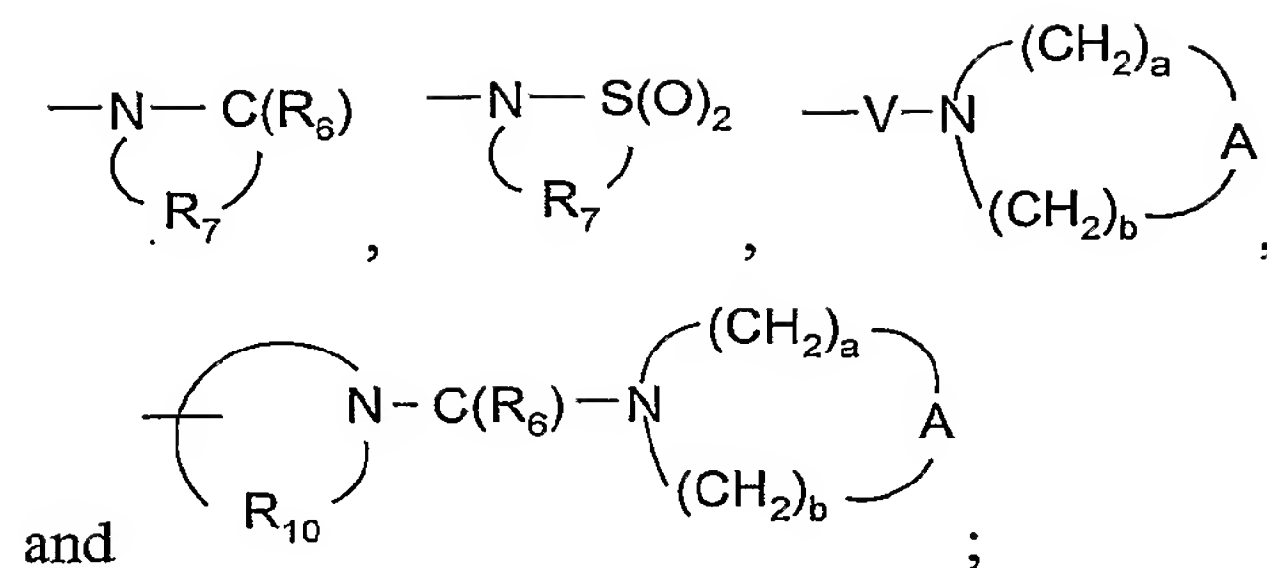
Z is a bond or -O-;

each R<sub>4</sub> is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

10

15

each R<sub>5</sub> is independently selected from the group consisting of:



each  $R_6$  is independently selected from the group consisting of =O and =S;

each R<sub>7</sub> is independently C<sub>2-7</sub> alkylene;

5            each R<sub>8</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

10 R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond,  
 15 -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and  
 -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

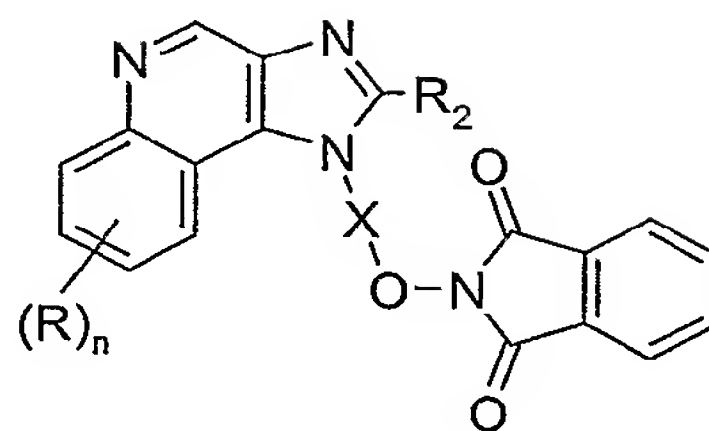
a and b are independently integers from 1 to 6 with the proviso that  $a + b$  is  $\leq$

n is an integer from 0 to 3; and

$m$  is 0 or 1, with the proviso that when  $m$  is 1,  $n$  is 0 or 1;

25 or a pharmaceutically acceptable salt thereof.

131. A compound of the formula (XII):



XII

wherein:

5 X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-;

each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

10 hydrogen,

alkyl,

alkenyl,

aryl,

heteroaryl,

15 heterocyclyl,

alkylene-Y''-alkyl,

alkylene-Y''-alkenyl,

alkylene-Y''-aryl, and

20 alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,

halogen,

-N(R<sub>8a</sub>)<sub>2</sub>,

-C(O)-C<sub>1-10</sub> alkyl,

25 -C(O)-O-C<sub>1-10</sub> alkyl,

-N<sub>3</sub>,

aryl,  
heteroaryl,  
heterocyclyl,  
-C(O)-aryl, and  
-C(O)-heteroaryl;

Y" is -O- or -S(O)<sub>0-2</sub>;

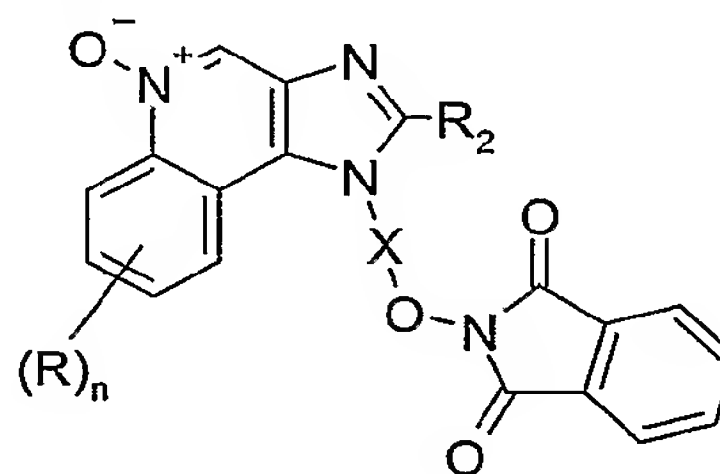
each R<sub>8a</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups; and

n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

132. A compound of the formula (XIII):



XIII

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-;

each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,

heteroaryl,  
heterocyclyl,  
alkylene-Y''-alkyl,  
alkylene-Y''-alkenyl,  
5 alkylene-Y''-aryl, and  
alkyl or alkenyl substituted by one or more substituents selected from  
the group consisting of:

hydroxyl,  
halogen,  
10 -N(R<sub>8a</sub>)<sub>2</sub>,  
-C(O)-C<sub>1-10</sub> alkyl,  
-C(O)-O-C<sub>1-10</sub> alkyl,  
-N<sub>3</sub>,  
aryl,  
15 heteroaryl,  
heterocyclyl,  
-C(O)-aryl, and  
-C(O)-heteroaryl;

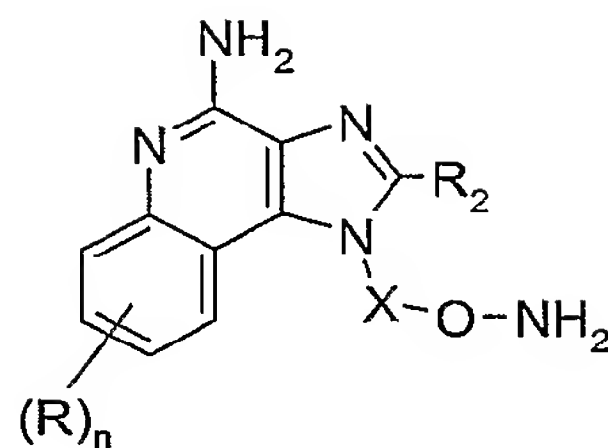
Y'' is -O- or -S(O)<sub>0-2</sub>;  
20 each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
be optionally interrupted by one or more -O- groups; and

n is an integer from 0 to 4;  
25 or a pharmaceutically acceptable salt thereof.

133. A compound of the formula (XIV):





XIV

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and  
 5 -CH(R<sub>9a</sub>)-alkenylene-;

each R is independently selected from the group consisting of alkyl, alkoxy,  
 halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
 10 alkyl,  
 alkenyl,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 15 alkylene-Y''-alkyl,  
 alkylene-Y''-alkenyl,  
 alkylene-Y''-aryl, and  
 alkyl or alkenyl substituted by one or more substituents selected from  
 the group consisting of:

20 hydroxyl,  
 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 25 -N<sub>3</sub>,  
 aryl,

heteroaryl,  
heterocyclyl,  
-C(O)-aryl, and  
-C(O)-heteroaryl,

5 Y" is -O- or -S(O)<sub>0-2</sub>;

each R<sub>8a</sub> is independently selected from the group consisting of hydrogen,  
C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may  
be optionally interrupted by one or more -O- groups; and

10 n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

134. A pharmaceutical composition comprising a therapeutically effective  
amount of a compound or salt of any one of claims 1 through 128 in combination  
15 with a pharmaceutically acceptable carrier.

135. A method of inducing cytokine biosynthesis in an animal comprising  
administering an effective amount of a compound or salt of any one of claims 1  
through 128 to the animal.

20

136. A method of treating a viral disease in an animal in need thereof comprising  
administering a therapeutically effective amount of a compound or salt of any one  
of claims 1 through 128 to the animal.

25 137. A method of treating a neoplastic disease in an animal in need thereof  
comprising administering a therapeutically effective amount of a compound or salt  
of any one of claims 1 through 128 to the animal.